



SJVN/CS/93/2016-

Date: 24-08-2016

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: Notice of 28th Annual General Meeting of SJVN Limited, Intimation of Remote e-voting facility, Book Closure dates

Sir,

It is hereby informed that the **28th Annual General Meeting** of the Company is scheduled to be held on **Thursday, 22nd September 2016** at **1500 HRS** in **Hotel Peterhoff, Chaura Maidan, Shimla – 171004, Himachal Pradesh**. Copy of notice convening the AGM is attached herewith.

Further, pursuant to Regulation 42 of the SEBI Listing Obligations and Disclosure Requirements (LODR), it is informed that for the Purpose of payment of Final Dividend for the Financial Year 2015-16 the following are **the Book Closure and Dividend Payment dates:-**

Book Closure Dates	16th September 2016 (Friday) to 22nd September 2016 (Thursday) (Both days Inclusive).
Purpose of Book Closure	AGM & Dividend
Dividend Payment Date	27th September 2016 and onwards.

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI LODR Regulations, 2015 the Company is providing its members the facility to





एसजेवीएन लिमिटेड

SJVN Limited

(A Joint Venture of GOI & GOHP)

A Mini Ratna & Schedule "A" Company

cast their vote by electronic means on all resolutions set forth in the Notice.
The instructions for e-voting are mentioned in the said notice.

Thanking you,



Yours faithfully,

(Soumendra Das)
Company Secretary

Enclosures:

Copy of AGM Notice



Annual Report 2015 - 16

SJVN LIMITED

CIN: L40101HP1988GOI008409

Registered Office: SJVN Corporate Office Complex, Shanan, Shimla - 171 006, Himachal Pradesh

Telephone: +91 177 2660075, **Fax:** +91 177 2660071

Email: investor.relations@sjvn.nic.in, **Website:** www.sjvn.nic.in

NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of the Members of SJVN Limited will be held on **22nd September 2016, Thursday at 1500 HRS at Hotel Peterhoff, Chaura Maidan, Shimla - 171004, Himachal Pradesh** to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2016 together with the Balance Sheet and Statement of Profit and Loss for the financial year ended as on that date together with Reports of the Board of Directors and Auditors thereon and comments of the Comptroller and Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2. To confirm the payment of Interim Dividend of ₹0.63 per share and to declare the final dividend on equity shares for the financial year 2015-16.
3. To appoint a Director in place of **Shri Rakesh Kumar Bansal [DIN 06395552]**, who retires by rotation and being eligible, offers himself for re-appointment.
4. 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.

SPECIAL BUSINESS:

5. Appointment of Shri Ganesh Dutt as Independent Director:

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under, the appointment of **Shri Ganesh Dutt (DIN 07352765)** as an Independent Director of the Company w.e.f. 27th November 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

6. Appointment of Shri Pravinbhai Patel as Independent Director:

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under, the appointment of **Shri Pravinbhai Patel (DIN 07355838)** as an Independent Director of the Company w.e.f. 1st December 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

7. Appointment of Shri Shamsher Singh Uppal as Independent Director:

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under, the appointment of **Shri Shamsher Singh Uppal (DIN 07358375)** as an Independent Director of the Company w.e.f. 3rd December 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

8. Appointment of Dr. Rajni Sarin as Independent Director:

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:-**

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under, the appointment of **Dr. Rajni Sarin (DIN 07358450)** as an Independent Director of the Company w.e.f. 3rd December 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."



9. Ratification of remuneration of Cost Auditor for financial year 2016-17

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution:-**

"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 2016-17, as approved by the Board of Directors of the Company, be and is hereby ratified."

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."

By order of the Board of Directors

Regd. Office: Shimla

Date: 29th July, 2016

(Soumendra Das)
Company Secretary
FCS-4833

NOTES:-

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting, i.e. latest by **(03:00 PM)** on, the **20th September 2016**. Blank proxy form is enclosed.
3. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the Directors to retire by rotation have been re-ascertained on the date of this notice.
5. As required by Clause 49 of the Listing Agreement(s), the relevant details of **Shri Rakesh Kumar Bansal [DIN 06395552]** and **Shri Amarjit Singh Bindra [DIN 03358160]** retiring by rotation and seeking re-appointment under items no. 3, & 4 of the Notice respectively. In exercise of powers vested under Articles of Association of the Company, the above Directors were appointed by President of India (acting through Ministry of Power) for a period of 5 years from the date of taking over the charge or till date of superannuation or till further orders whichever is earlier.
6. None of the Directors of the Company are anywhere related with each other.
7. Members are requested to:
 - (i) Note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - (ii) Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - (iii) Deliver duly completed and signed Attendance Slip and hand them over at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the attendance slip. Photocopies of Attendance Slip will not be entertained for issuing entry slip for attending Annual General Meeting.
 - (iv) Polling Slips/ Forms, if required, shall be provided at the venue of the Meeting.
 - (v) Quote their Folio No. or Client ID & DP ID Nos. in all correspondence.
 - (vi) Note that due to strict security reasons, mobile phones, eatables and other belongings are not allowed inside the Auditorium.
 - (vii) Note that no gifts/coupons will be distributed at the Annual General Meeting.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **16th September 2016 (Friday) to 22nd September 2016 (Thursday)** (both days inclusive).



10. **The Board has recommended a Final Dividend @ ₹0.47 per share at its 246th meeting held on 27th May 2016. The dividend, if declared, at the Annual General Meeting will be paid to those Members, whose names appear on the Register of Members of the Company at the closure of business hours of 15th September 2016 (Thursday).**
11. Subject to the provisions of Section 126 of the Companies Act, 2013, the Final Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after **27th September 2016**.
12. Pursuant to Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investor Education & Protection Fund of the Central Government, Therefore, Members are advised to encash their Dividend warrants immediately on receipt.
13. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the company to make remittance by means of ECS. Those holding shares in Electronic Form may obtain and send the ECS Mandate Form directly to their Depository Participant (DP). Those holding shares in physical form may obtain and send the ECS mandate form to **Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110055**, (the Registrar & Transfer Agent of the company), if not done earlier.
14. The shareholders who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Alankit Assignments Limited, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants,
15. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent along with relevant Share Certificates.
16. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday), between 11.00 AM to 5.00 PM up to one day prior to the date of AGM
17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Transfer Agents of the Company the prescribed Form (Form SH-13 in duplicate) of the Companies Share Capital and Debentures Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
18. Annual Listing fee for the year 2016-17 has been paid to the Stock Exchanges wherein shares of the Company are listed.
19. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and bank account to the Company's Registrar at the address given in Note No.13 above.
20. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - (ii) to the Company at its Registered Office or its Registrar & Transfer Agent, Alankit Assignments Limited in respect of their physical shares, if any, quoting their folio number.
21. **Members desirous of getting any information on any item of business of this meeting are requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.**
22. The annual report for 2015-16 along with the notice of Annual General Meeting, Attendance Slip and Proxy Form is being sent by electronic mode to all the shareholders who have registered their Email IDs with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy.
23. Members who have not registered their Email IDs, physical copies of the annual report 2015-16 along with the notice of Annual General Meeting, Attendance Slip and Proxy Form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website **www.sjvn.nic.in** and at **www.cdslindia.com** for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor Email Id viz. **investor.relations@sjvn.nic.in**.
24. Members who do not wish to vote through electronic means can cast their vote in person or through proxy via Ballot facility provided at the venue of the Annual General Meeting.

VOTING THROUGH ELECTRONIC MEANS AND BALLOT

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013 as well as Regulation 44 of SEBI (LODR) Regulations, 2015, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
2. The notice of annual general meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on **19th August 2016**.



3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/client Id, irrespective of the number of joint holders.
4. The Company has appointed **Mr. D.P. Gupta**, Practicing Company Secretary, as the scrutinizer for conducting the e-voting and ballot process in the fair and transparent manner.
5. The scrutinizer will submit his final report on votes casted through Ballot & e-voting to Chairman of the Company within 48 hours of the conclusion of e-voting period.
6. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after Annual General Meeting within the prescribed time limits.
7. The result of the e-voting will also be placed at the website of the Company viz. **www.sjvn.nic.in** and also on **www.cdslindia.com**.
8. The scrutinizer's decision on the validity of e-voting and ballot will be final.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins **9.00 a.m** on **19th September 2016** and ends on **5.00 p.m., 21st September 2016**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **15th September 2016**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the remote e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on a separate slip attached to this notice. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member Id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SJVN Limited on which you choose to vote.



- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 15th September, 2016 may follow the same instructions as mentioned above for remote e-Voting.
- (xxi) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- (xxii) in case of any Grievances connected with facility for voting by electronic means, please contact Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services (India) Limited, 16th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400001. email: **helpdesk.evoting@cdslindia.com**, Tel: 18002005533.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013.

Item No.5:

Sh. Ganesh Dutt (DIN : 07352765) was appointed as an Independent Director of the Company by the President of India acting through the Ministry of Power (MoP) vide Letter No. 29/10/2015-H-II dated 17.11.2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company. Pursuant to Section 152(3) of Companies Act, 2013 his appointment was taken note of by the Board with effect from 27.11.2015 i.e. date of allotment of Director Identification Number (DIN) to the appointee. As per the appointment order issued by MoP, the appointment shall be effective for a term of 3 years from the date of order (i.e. 17.11.2015) or until further orders, whichever is earlier.

The Company has received from Sh. Ganesh Dutt, (i) Consent to Act as a Director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that he meets the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

His brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorships, Membership/Chairmanship of Committees and other particulars are given below:

Name	Shri Ganesh Dutt
DIN	07352765
Date of Birth	5th December 1954
Date of Appointment	27th November 2015
Qualification	Post Graduate Diploma in Journalism & Mass Communication
Expertise in Specific Functional Area	Shri Ganesh Dutt, 61 years, is on our Board as Independent Director since 27th November 2015. He has nearly 40 years of experience in Social, Government and Public Service. He is a renowned and respected Public Activist and Social Worker from the state of Himachal Pradesh who has led and participated in a number of campaigns for a Public cause.
Directorship held in other Companies	Nil
Membership/ Chairmanship of Committees across all the public companies (as per Regulation 26 of SEBI (LODR) Regulations, 2015)	Nil
Number of Shares Held	Nil

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Shri Ganesh Dutt as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Shri Ganesh Dutt, is in any way, concerned or interested financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at item no.5 of the Notice for approval by the shareholders.

Item No. 6

Sh. Pravinbhai Patel (DIN : 07355838) was appointed as an Independent Director of the Company by the President of India acting through the Ministry of Power vide Letter No. 29/10/2015-H-II dated 17.11.2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company. Pursuant to Section 152(3) of Companies Act, 2013 his appointment was taken note of by the Board with effect from 01.12.2015 i.e. date of allotment of Director Identification Number (DIN) to the appointee. As per the appointment order issued by MoP, the appointment shall be effective for a term of 3 years from the date of order (i.e. 17.11.2015) or until further orders, whichever is earlier.

The Company has received from Sh. Pravinbhai Patel, (i) Consent to Act as a Director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that he meets the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.



His brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorships, Membership/Chairmanship of Committees and other particulars are provided below:

Name	Shri Pravinbhai Patel
DIN	07355838
Date of Birth	18th August 1950
Date of Appointment	1st December 2015
Qualification	Bachelor's degree in Electrical Engineering from Bhagalpur College of Engineering with a Gold Medal.
Expertise in Specific Functional Area	Shri Pravinbhai Patel, 66 years, is on our Board as Independent Director since 1st December 2015. He joined CEA in 1975 and his field of experience included Thermal Power Planning, Regional Grid Operation, Enforcement of Electricity Rules and Monitoring of Hydro Power Projects. During his 34 years of service in CEA, he had visited a number of foreign countries on study tours. After completing about 34 years of service in the CEA, he joined the Gujarat Electricity Regulatory Commission (GERC) in 2009, initially as Technical Member and later as the Chairperson of the Commission. Apart from other regulatory functions, during his tenure in the Commission, he took keen interest in promotion of Renewable Sources of Energy such as Wind and Solar Power, encouraging competition in the electricity sector and Efficient use of electricity.
Directorship held in other Companies	Nil
Membership/ Chairmanship of Committees across all the public companies (as per Regulation 26 of SEBI (LODR) Regulations, 2015)	Nil
Number of Shares Held	Nil

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Sh. Pravinbhai Patel as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Shri Pravinbhai Patel, is in anyway, concerned or interested financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the shareholders.

Item No.7

Shri Shamsher Singh Uppal (DIN : 07358375) was appointed as an Independent Director of the Company by the President of India acting through the Ministry of Power vide Letter No. 29/10/2015-H-II dated 17.11.2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company. Pursuant to Section 152(3) of Companies Act, 2013 his appointment was taken note of by the Board with effect from 03.12.2015 i.e. date of allotment of Director Identification Number (DIN) to the appointee. As per the appointment order issued by MoP, the appointment shall be effective for a term of 3 years from the date of order (i.e. 17.11.2015) or until further orders, whichever is earlier.

The Company has received from Sh. Shamsher Singh Uppal, (i) Consent to Act as a Director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that he meets the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

His brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorships, Membership/Chairmanship of Committees and other particulars are given below:

Name	Shri Shamsher Singh Uppal
DIN	07358375
Date of Birth	30th July 1948
Date of Appointment	3rd December 2015
Qualification	Bachelor's Degree in Mechanical Engineering



Expertise in Specific Functional Area	Shri Shamsher Singh Uppal, 68 years, is on our Board as Independent Director since 3rd December 2015. He is a retired IAS Officer. During his 21 year of service as an IAS Officer he served on a number of key administrative positions in Government of Madhya Pradesh. For his distinguished services he was awarded for planned development in New Bhopal as Administrator Capital Project Bhopal and for best Rehabilitation of Sardar Sarovar Dam oustees as Director (Rehabilitation) Narmada Valley Development Authority, M.P.
Directorship held in other Companies	Nil
Membership/ Chairmanship of Committees across all the public companies (as per Regulation 26 of SEBI (LODR) Regulations, 2015)	Nil
Number of Shares Held	Nil

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Shri Shamsher Singh Uppal as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Shri Shamsher Singh Uppal, is in anyway, concerned or interested financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at item no. 7 of the Notice for approval by the shareholders.

Item No. 8

Dr. (Smt.) Rajni Sarin (DIN: 07358450) was appointed as an Independent Director of the Company by the President of India acting through the Ministry of Power vide Letter No. 29/10/2015-H-II dated 17.11.2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company. Pursuant to Section 152(3) of Companies Act, 2013 her appointment was taken note of by the Board with effect from 03.12.2015 i.e. date of allotment of Director Identification Number (DIN) to the appointee. As per the appointment order issued by MoP, the appointment shall be effective for a term of 3 years from the date of order (i.e. 17.11.2015) or until further orders, whichever is earlier.

The Company has received from Dr. Rajni Sarin, (i) Consent to Act as a Director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that she meets the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

Her brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorships, Membership/Chairmanship of Committees and other particulars are given below:

Name	Dr. Rajni Sarin
DIN	07358450
Date of Birth	3rd June 1949
Date of Appointment	3rd December 2015
Qualification	MBBS, DGO, FICMCH
Expertise in Specific Functional Area	Dr Rajni Sarin, 67 years, is on our Board as Independent Director since 3rd December 2015. As a Chairperson, member, patron of numerous State level and National Level Social Service organizations, she has dedicated a greater part of life and career for Social Welfare and upliftment. She has been ex-member in Medical Benefit Council of ESI, Member advisory Committee of Governor of U.P., Member Jila Vidhik Sewa Pradhikaran etc. She also has administrative experience as Head of various Social Welfare Organization.
Directorship held in other Companies	Nil
Membership/ Chairmanship of Committees across all the public companies (as per Regulation 26 of SEBI (LODR) Regulations, 2015)	Nil
Number of Shares Held	Nil



The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Dr. Rajni Sarin as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Dr. Rajni Sarin, is in anyway, concerned or interested financially or otherwise in the resolution.

The Board recommends the Ordinary Resolution set out at item no. 8 of the Notice for approval by the shareholders.

Item No. 9

The Board, on the recommendation of the Audit Committee has, vide its 246th meeting dated 27-05-2016 has approved the appointment and remuneration of M/s. Chandra Wadhwa & Co, Cost Accountants, Registration No. 000239, New Delhi as the Cost Auditors to conduct the audit of the cost accounts and records maintained by the Company for the financial year ending 31st March 2017.

In accordance with Section 148 read with Companies (Audit and Auditors) Rules 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2017.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 9 of the Notice for approval by the shareholders.

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AT THE 28TH ANNUAL GENERAL MEETING.

Name	Shri Rakesh Kumar Bansal	Shri Amarjit Singh Bindra
DIN	06395552	03358160
Date of Birth	24th July 1960	14th December, 1959
Date of Appointment	31st October, 2012	9th December, 2010
Qualification	Graduate in Mechanical Engineering from the National Institute of Technology, Allahabad and Postgraduate in Marketing, Production and Development Studies from Indian Institute of Management, Kolkata.	Honours Graduate in Commerce and a Member of the Institute of Chartered Accountants of India.
Expertise in Specific Functional Area	Shri Rakesh Kumar Bansal , is on our Board as Director (Electrical) since 31st October, 2012. Prior to board level appointment, Shri Bansal had been holding the charge of Executive Director of Nathpa Jhakri Hydro Power Station owned and operated by SJVN. Shri Bansal was also posted in Quality Assurances and Inspection Department, Corporate Planning & Monitoring Department and Commercial & System Operation Deptt in SJVN Corporate Office at Shimla. Prior to joining our company, he has rendered 13 years service in various posts in BHEL Haridwar.	Shri Amarjit Singh Bindra , is on our Board as Director (Finance) since 9th December 2010. Prior to joining the company, he was General Manager (Finance) in Delhi Metro Rail Corporation Limited. He has about 32 years of experience in NHPC, THDC and DMRC. Mr. Bindra has wide experience in Financial planning, appraisal, getting clearances, Budgetary monitoring, contract management including commercial aspects and policy issues.
Directorship held in other Companies	1. SJVN Arun-3 Power Development Company Private Limited, Nepal 2. SJVN Thermal Private Limited 3. Cross Border Power Transmission Company Limited 4. Bengal Birbhum Coalfields Limited	1. SJVN Thermal Private Limited 2. SJVN Arun-3 Power Development Company Private Limited, Nepal
Membership/ Chairmanship of Committees across all the public companies (as per Regulation 26 of SEBI (LODR) Regulations, 2015)	-	-
Number of Shares Held	NIL	NIL