



FAX: 022-26598237/ 38

एसजेवीएन लिमिटेड

SJVN Limited

(A Joint Venture of GOI & GOHP)

A Mini Ratna & Schedule "A" Company

SJVN/CS/93/2012-**8322**

Dated: 16-10-2012

NSE Symbol: SJVN-EQ

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex,
Bandra East,s
Mumbai -40005, India.

Sub: Clause 31 – Submission of Postal Ballot & E-Voting Notice

Sir

The Board of Directors of SJVN Limited vide their meeting dated 09th October 2012 have approved a proposal for obtaining consent of Shareholders through Postal Ballot / E-Voting for the purpose of effecting amendments in Object Clause of Memorandum of Association of the Company.

In this connection, in compliance with **Clause 31** of the Listing Agreement, we forward herewith **6 Copies** of Postal Ballot & E-Voting Notice alongwith Postal Ballot Forms for your kind information and record please.

Thanking you,

Yours faithfully,

(Soumendra Das)
Company Secretary

Encl: As above



SJVN LIMITED

Registered Office: Himfed Building, New Shimla - 171009

SPECIMEN

POSTAL BALLOT & E-VOTING NOTICE (Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s)

Sub: Passing of Resolution by Postal Ballot & E-Voting

Notice is hereby given pursuant to section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and SEBI Circular No. CIR/CFD/DIL/6/2012 dated 13th July 2012, to transact the following Special Business by passing SPECIAL RESOLUTION through Postal Ballot & E-Voting:-

SPECIAL BUSINESS:-

1. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) for the time being in force, read with Section 192A of the Act and the Companies (Passing of Resolution by Postal Ballot) Rules 2001 and subject to necessary approval(s) if any, from the appropriate authorities and subject to such terms and conditions imposed by them, the Main object clause of the Memorandum of Association of the Company be amended by deleting the words "except thermal" from clause 1 (a) of the Main Objects Clause – Development of Power as under:-

EXISTING	PROPOSED
A. Main Objects	A. Main Objects
1. Development of Power a) To plan, promote, develop all forms of power, both renewable as well as non-renewable <i>except thermal</i> and all ancillary activities related thereto, in India and abroad including planning, investigation, research, design and preparation of preliminary, feasibility and definite Project reports, construction, generation, comprehensive operation, maintenance, Renovation & Modernisation of power stations and projects, transmission, distribution, sale of power generated at Stations in India and abroad.	1. Development of Power a) To plan, promote, develop all forms of power, both renewable as well as non-renewable and all ancillary activities related thereto, in India and abroad including planning, investigation, research, design and preparation of preliminary, feasibility and definite Project reports, construction, generation, comprehensive operation, maintenance, Renovation & Modernisation of power stations and projects, transmission, distribution, sale of power generated at Stations in India and abroad.

"RESOLVED FURTHER THAT the Chairman & Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

By order of the Board of Directors
For SJVN Limited

(Soumendra Das)
Company secretary

Place : New Shimla
Date: 09th October 2012

Notes:-

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the businesses specified above is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules and SEBI Circular No. CIR/CFD/DIL/6/2012 dated 13th July 2012, the items of business set out in the Notice above are sought to be passed by Postal Ballot & E-Voting.
3. The Company has entered into an agreement with CDSL to provide electronic platform for voting through e-mode.
4. Process & Manner for voting by electronic mode:-
 - During the voting period, the shareholders can visit the **e-Voting** website www.evotingindia.com and select the relevant EVSN / Company for voting.
 - The shareholders having shares in the demat form can login to the e-Voting system using their user-id (i.e. demat account number) and combination of PAN along with the Password provided by CDSL. Physical shareholders can log-in using the folio number of the shares, PAN along with the password provided by CDSL.
 - After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will be provided with a fresh password for every postal ballot voting.
 - Security holders can then cast their vote on the resolutions available for voting.
 - Security holders can also view the resolution details on the **e-Voting** website.
 - Once the security holder casts the vote, the system will not allow modification of the same.
 - During the voting period, security holders can login any number of times till they have voted on all the resolutions.
5. If the member has voted differently in both physical as well as electronic modes, vote cast by way of physical Postal Ballot would be considered valid.

6. All the queries/grievances of Shareholders relating to the e-Voting are to be send to the Company /R & T Agent.
7. CDSL/ Company / R & T Agent will send the password for e-Voting in respect of demat accounts / folios in joint holding pattern, to the first holder.
8. The Board of Directors at its meeting held on 9th October, 2012 have appointed **Shri Santosh Kumar Pradhan, Practising Company Secretary** as Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner.
9. You are requested to carefully read the instructions printed in the attached Postal Ballot form (including backside of the Form) and return the form duly completed along-with assent (for) or dissent (against) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours up to **23rd November 2012** to be eligible for being considered, failing which, it will be treated as if no reply has been received from the member.
10. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Members who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode has also been provided by the Company.
11. The Scrutinizer will submit his report to the Chairman after completing of the scrutiny and the result of the Postal Ballot will be announced by the Chairman & Managing Director of the Company or by any other Director through a press release on **28th November, 2012** at the Registered Office of the Company at Himfed Building, New Shimla.
12. All the documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days, except Saturday, Sundays and bank holidays between 10:00 a.m. and 1:00 p.m. till the last date for receiving the Postal Ballot Form.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

SJVN Limited was incorporated on 24th May, 1988 by the name of Nathpa Jhakri Power Corporation with main object ***"To plan, promote, organize and execute the Nathpa Jhakri Hydroelectric Project on the Satluj river....."***.

Subsequently, with further expansion of activities and allocation of projects outside Himachal Pradesh the Main Object clause was considered restrictive and approval of Shareholders was sought for Amendment of Main Objects Clause of Memorandum of Association alongwith Change of Name of the Company.

The Shareholders in the 21st AGM held on 10th September 2009 approved the alteration of Object clause of Memorandum of Association thereby authorizing the company:-

"To plan, promote, develop all forms of power, both renewable as well as non-renewable **except thermal** and all ancillary activities related thereto, in India and abroad including planning, investigation, research, design and preparation of preliminary, feasibility and definite Project reports, construction, generation, comprehensive operation, maintenance, Renovation & Modernisation of power stations and projects, transmission, distribution, sale of power generated at Stations in India and abroad."

SJVN Limited now envisions to develop itself into a Fully-Diversified Transnational Power Sector Company in all types of conventional and non-conventional forms of energy. In this direction, the company intends to diversify into the field of Thermal power generation.

Thermal Power remains the biggest source of Power in India and accounts for over 65% of India's generated electricity. Thermal Power has advantages low gestation period, lower costs and proven technology. The existing power deficit and the rising demand, coupled with the Government commitment to provide access to Electricity for all, necessitate a large scale capacity addition programme. As per National Electricity Plan 2012 during the 12th plan 67,746 MW of capacity addition is planned from Thermal Sector which represents a huge window of opportunity for expansion to Power Companies.

Presently, the Company is primarily engaged in Hydro Power Generation which is a clean and green energy source. However, the Hydro Power Projects have their own set of disadvantages and risks like - prolonged gestation periods, high cost of construction, Environmental issues, Geological Risks, Political Risks, Rehabilitation & Resettlement costs, situation of projects in remote locations, infrastructural development costs, Government Policies etc. Diversification into thermal power will help the company in rapidly expanding and diversifying it's existing Project Portfolio thereby mitigating the risks associated with exposure to single sector.

Preliminary studies carried out by the Company reveal a couple of remunerative opportunities in Thermal Power Generation in the immediate future. The Company has sufficient surplus funds generated through internal accruals, which can be utilized for development of other modes of generation of electricity such as thermal power.

Accordingly, it is proposed to remove the word **'Except Thermal'** from the Main Object Clause 1 (a) of the Memorandum of Association of SJVN Limited and for this purpose consent of Shareholders is required to be obtained via Special Resolution through Postal Ballot as per Provisions of Section 17 and other applicable provisions of Companies Act, 1956.

The proposed resolution will enable the Company to enter into execution of thermal projects in addition to existing Conventional and Non-Conventional sources of energy. The amendment to Clause 1(a) will lift the restrictions on SJVN to enter into execution of thermal projects.

The above proposal is in the interest of the Company and the Directors commend the Resolutions in Item No. 1 of the Notice for approval by the Members.

The Members are requested to pass the proposed resolution through postal ballot/ e-voting as permissible under Article 26A of the Articles of Association of the Company read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and SEBI Circular No. CIR/CFD/DIL/6/2012 dated 13th July 2012.

None of the Directors is concerned or interested in the said Resolution except to the extent of shares held by them in the company and as a Director of the Company.

By order of the Board of Directors
For SJVN Limited

Place : New Shimla
Date: 09th October 2012




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


(Soumendhra Das)
Company secretary

**SPECIMEN****SJVN LIMITED****Registered Office: Himfed Building, New Shimla - 171009****POSTAL BALLOT FORM**

(To be returned to Scrutinizer appointed by the company)

Serial No. :

1. Name & Registered Address of the sole/first named Member.
(in Block Letters) :
2. Name(s) of the joint holder(s)
if any (in block letters) :
3. Registered Folio No./DPID No/
Client ID No. :
4. No. of shares held ;
5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company dated October 9, 2012 by sending my/our assent or dissent to the said Special Resolution(s) by placing tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to Resolution
01.	Memorandum of Association of the Company be amended by deleting the words "except thermal" from clause 1 (a) of the Main Objects Clause – Development of Power.			

Place: _____

(Signature of Member)

Date: _____

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVEN (E-Voting Event Number)	User ID	Password/ PIN

INSTRUCTIONS

SPECIMEN

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed envelope which shall be properly sealed with adhesive or adhesive tape. Postage will be borne and paid by the Company. However, envelope containing postal ballots, if sent by courier at the expense of the registered Member will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed under the authority of the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with' the Company by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning, the registration no. of the POA or enclosing an attested copy of POA.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
5. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified truecopy of the Board / Trustee Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours up to **Friday, the 23rd day of November 2012**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before **23rd day of November, 2012** providing sufficient time for postal transit.
8. Facility of voting through, electronic mode has also been provided by the Company through CDSL. Members desirous of casting their votes through e-voting should carefully read the instructions for e-voting provided in the notice of the Meeting and cast their votes on www.evotingindia.com.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on **12th October, 2012**.
10. Member(s) is/are requested not to send any other paper (other than the resolution/authority as mentioned under item number 3 and 6 above) along-with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelope(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
13. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
14. The result of the voting on the resolutions will be declared at the Registered Office of the Company on or before **28th November, 2012**. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website www.sjvn.nic.in and published in newspapers.
15. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
16. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Shri Soumendra Das, Company Secretary, SJVN Limited, Himfed Building, New Shimla, Telephone no 0177-2672324, Fax No. 0177-2670737 and/or email to investor.relations@sjvn.nic.in




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