

SJVN/CS/93/2025-

Date: 01/09/2025

NSE Symbol: SJVN-EQ

SCRIP CODE: 533206

National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra East, Mumbai 400 051, India

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001, India

SUB: Notice of 37th Annual General Meeting of the Company, Intimation of Remote e-voting facility and Book Closure dates

Sir/Madam,

It is hereby informed that the 37th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 25th September 2025 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). A copy of the Notice convening the AGM is attached herewith.

Further, pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), it is informed that for the Purpose of payment of Final Dividend for the Financial Year 2024-25, the following are the Book Closure and Dividend Payment dates:

| | |
|-------------------------|---|
| Book Closure Dates | 19 th September 2025 (Friday) to 25 th September 2025 (Thursday) (both days inclusive) |
| Purpose of Book Closure | AGM & Dividend |

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 Listing Regulations the Company is providing its members the facility to 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.

Kindly take the above information on record and oblige.

Thanking you,

Yours faithfully,

(Soumendra Das)
Company Secretary

Encl:

As stated above



SJVN LIMITED

CIN: L40101HP1988GOI008409

Registered Office: SJVN Corporate Office Complex, Shanan, Shimla-171006

Telephone: 0177- 2660075, Fax: 0177-2660071,

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

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of SJVN Limited will be held on **25th September 2025, Thursday at 15:00 HRS, through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)** to transact the following businesses :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial year ended 31st March, 2025, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India, if any, and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT**, the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2025, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India, if any, be and are hereby received, considered and adopted."

2. To confirm the payment of Interim Dividend of ₹1.15 per share of the Company already paid in the month of February 2025 and to declare the final dividend of ₹0.31/- per share on equity shares of the Company for the financial year 2024-25 and to pass the following resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT**, the interim dividend @11.5% i.e. ₹1.15/- per share on 392,97,95,175 equity shares paid to the shareholders for the financial year ended March 31, 2025, as per the resolution passed by the Board of Directors at their meeting held on February 13, 2025 be and is hereby noted and confirmed."

"**RESOLVED FURTHER THAT**, in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for the payment of final dividend @3.1% i.e. ₹0.31/- per share on 392,97,95,175 equity shares of the Company for the year ended March 31, 2025."

3. To appoint a Director in place of Shri Ajay Kumar Sharma [DIN 01964014], who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT**, Shri Ajay Kumar Sharma [DIN 01964014], be and is hereby re-appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. **Appointment of Shri Bhupender Gupta as Chairman and Managing Director (CMD):**

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 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(IC) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Shri Bhupender Gupta (DIN 06940941), who was appointed as Chairman and Managing Director (CMD) of the Company w.e.f. 01st May, 2025 by the President of India vide Ministry of Power, Government of India's order 15-22/16/2018-HYDEL-II(MoP)-Part(1) dated 02nd May, 2025 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

5. **Appointment of Shri Ajay Kumar Sharma as a Whole-Time Director (Personnel):**

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 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(IC) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Shri Ajay Kumar Sharma (DIN 01964014) who was appointed as a Whole-Time Director (Personnel) of the Company w.e.f. 26th September 2024 by the President of India vide Ministry of Power, Government of India's order 15-22/2/2018-Hydel-II dated 25.09.2024 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

6. **Appointment of Secretarial Auditor:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT**, pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation of the Board of Directors, M/s Akhil Rohatgi & Co., Practicing Company Secretaries. (Firm registration no. P1995DE072900), be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY 2025-26 to FY2029-30 to undertake Secretarial Audit of the Company, on remuneration of ₹49,400/- per annum, plus applicable taxes, travel and out-of-pocket expenses."

7. **Ratification of remuneration of Cost Auditor for Financial Year 2025-26:**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as **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 ₹2,40,000/- plus GST as applicable, incurred in connection with the cost audit plus TA/DA to be paid to M/s Balwinder & Associates, Cost Accountants, Mohali (having branch office in Shimla), Cost Auditors of the Company for the financial year 2025-26, as approved by the Board of Directors of the Company, be and is hereby ratified."



8. Re-Appointment of Dr. Udeeta Tyagi as Non-Official Independent Director

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

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the re-appointment of Dr. Udeeta Tyagi (DIN 05101501) who was re-appointed as an Independent Director of the Company w.e.f. 17th April 2025 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-Hydel-II dated 17th April 2025 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved.”

By order of the Board of Directors



(Soumendra Das)
Company Secretary
FCS-4833

Date: 11.08.2025
Place: New Delhi

NOTES :-

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- In pursuance of General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2023 and 09/2024 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/ CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/ CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 for Equity and Listed non-convertible securities issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and deemed venue for the AGM shall be Registered Office of the Company.**
- In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Regulation 44 (4) of the Listing Regulations will not be available for the AGM. Therefore, instrument for appointing proxy and attendance slip is not being attached herewith.
- Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
- As required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of **Shri Ajay Kumar Sharma [DIN 01964014]**, retiring by rotation and seeking re-appointment under item no. 3 of the Notice is annexed. In exercise of powers vested under Articles of Association of the Company, **Shri Ajay Kumar Sharma** was appointed by President of India (acting through Ministry of Power) on 25.09.2024 for a period of five years with effect from the date of assumption of charge i.e., 26.09.2024 or until further orders, whichever is earlier.
- None of the Directors of the Company are anywhere related with each other.
- The Register of Members and Share Transfer Books of the Company will remain closed from **19th September 2025 (Friday) to 25th September 2025 (Thursday)** (both days inclusive).
- The Board has recommended a Final Dividend @ ₹0.31 per share in its 323rd meeting held on 29th May 2025. 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 18th September 2025 (Thursday).**
- 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 within 30 days from the date of declaration.
- 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.
- 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.
- Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the IT Act:
For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows :-

| | |
|--------------------------------------|---|
| Members having valid PAN | 10% or as notified by the Government of India |
| Members not having PAN/ valid PAN | 20% or as notified by the Government of India |

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2025-26 does not exceed Rs.10,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable



surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member;
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Electronically Filed Form 10F on Income Tax Portal as per Notification No. 03/2022 dated 16th July 2022 issued by the Income Tax Department;
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @20% (plus applicable surcharge and cess) subject to beneficial provisions of the relevant Double Tax Avoidance Agreement ("DTAA/Treaty").

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Corporation/RTA, of the documents submitted by Non-Resident members.

Further as per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and he shall be liable to all consequences under the Act and tax shall be deducted at higher rates as prescribed under the Act.

Members holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts

However, the TDS shall be deducted as per the Income Tax Act 1961 applicable for the financial year 2025-26.

The aforementioned documents are required to be mailed to sjvn.dividend@sjvn.nic.in during the period commencing from 01 September, 2025 and ending 22 September, 2025.

We request you to visit www.sjvn.nic.in for more instructions and information in this regard. No communication would be accepted from members after 22 September, 2025 regarding the tax withholding matters.

Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>.

13. 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.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, Bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - a. For shares held in electronic form: to their Depository Participants (Dps);
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed **Form ISR-1** and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Intimation letters for furnishing the required details has been sent by the Company.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed

companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR - 4**, the format of which is available on the Company's website at www.sjvn.nic.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting **Form No. SH-13**. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in **Form ISR-3 or SH-14** as the case may be. The said forms can be downloaded from the Company's website www.sjvn.nic.in. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
18. Pursuant to SEBI Master Circular dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid in electronic mode only and if the folio is KYC Compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email address, bank details, valid PAN linked to Aadhaar of all holders in the folio, specimen signature, nomination, etc. FAQs published by SEBI in this regard can viewed at https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.
19. SEBI vide Circular dated July 31, 2023 read with Master circular dated December 28, 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://sjvn.nic.in/smartodr/418>.
20. Annual Listing fee for the year 2025-26 has been paid to the Stock Exchanges wherein shares of the Company are listed.
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 2024-25 along with the notice of Annual General Meeting 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. Members may further note that the said documents will also be available on the Company's website www.sjvn.nic.in and notice will also be available at www.evotingindia.com for download. For any communication, the shareholders may also send requests to the Company's investor email ID viz. investor.relations@sjvn.nic.in.
23. Since the AGM will be held through VC/OVAM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
24. 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.



Instructions for Remote Electronic Voting

- As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, MCA circular no. 02/2021 dated January 13, 2021, MCA Circular no. 02/2022 dated May 05, 2022, MCA Circular No. 10/2022 dated December 28, 2022, MCA Circular No. 09/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated September 19, 2024, the forthcoming AGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA/ SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sjvn.nic.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
Further, A letter providing the web-link, including the exact path, where the complete details of the Annual Report 2024-25 is available, is being sent to those Members who have not registered their email addresses.
- The Company has appointed **Mr. Santosh Kumar Pradhan**, Practicing Company Secretary, as the scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- The scrutinizer will submit his final report on votes casted through remote e-voting process and casting vote through the e-voting system during the meeting to Chairman of the Company within three working days after the conclusion of e-voting period.
- The results of annual general meeting shall be declared by the Chairman or his authorized representative or any Director of the Company on/ or after annual general meeting within the prescribed time limits.
- 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.evotingindia.com.
- The scrutinizer's decision on the validity of e-voting will be final.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

I. GENERAL INSTRUCTIONS:

- The voting period begins on **09:00 a.m. on 22nd September, 2025** and ends on **5:00 p.m. on 24th September, 2025**. 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 **18th September, 2025** may

cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

II. ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. |
| | 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |
| | 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. |
| | 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



| | |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> |
| | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| | <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evoting_login.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:-

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911. |

| | |
|--|---|
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000. |
|--|---|

III. ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE:

1. Login method for e-Voting and joining AGM for Physical shareholders and shareholders other than individual holding in Demat form :-

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below :

For Physical shareholders and other than individual shareholders holding shares in Demat.

| | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| 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. |

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN <SJVN Limited>.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

2. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. 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.
- iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- v. It is Mandatory that, 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.
- vi. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.relations@sjvn.nic.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

IV. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6. Please note that Participants Connecting through Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@sjvn.nic.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@sjvn.nic.in. These queries will be replied to by the company suitably by email.
- 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

V. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- 1. **For Physical shareholders** – Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@sjvn.nic.in.
 - 2. **For Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP).
 - 3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 21 09911**.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. **1800 21 09911**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No.4:

Appointment of Shri Bhupender Gupta as Chairman and Managing Director (CMD):

Shri Bhupender Gupta (DIN 06940941) was entrusted with an additional charge of post of Chairman and Managing Director (CMD) of the Company by the President of India vide Ministry of Power, Government of India's order 15-22/16/2018-HYDEL-II(MoP)-Part (1) dated 02.05.2025. He is also serving as a Whole-Time Director (Technical) in THDC India Limited w.e.f. 09th June, 2023.

The Company has received requisite notices/ disclosures under applicable provisions of Companies Act, 2013 and SEBI Regulations from Shri Bhupender Gupta in respect of his entrustment of charge of CMD.

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 as required under Regulation 36(3) of SEBI LODR, 2015 & SS-2 issued by the Institute of Company Secretaries (ICSI) of India are given below:

| | |
|---|--|
| Name | Shri Bhupender Gupta |
| DIN | 06940941 |
| Date of Birth | 7 th October, 1970 |
| Date of First Appointment | 01 st May, 2025 |
| Qualification | Shri Gupta is a Bachelor of Engineering in Electrical with an MBA in Operation Management. |
| Brief Resume and Expertise in Specific Functional Area | Shri Gupta is currently serving as Director (Technical), THDC India Limited w.e.f. 09 th June, 2023. Before joining THDCIL, he was holding the position of Director (Technical) at Punatsangchhu Hydroelectric Project Authority in Bhutan. Prior to this, he worked as Additional Chief Executive Officer in two subsidiaries of REC, i.e., REC Transmission Projects Co. Ltd. and REC Power Distribution Co. Ltd. as Operational Head. During his tenure at REC, he was responsible for the Execution, Project Management, Contract Management, and Consultancy of Power Sector Projects. Shri Gupta has a rich and vast working experience of around 34 years, out of which for around 31 years he has worked in the Power Sector and was responsible for Planning/Design/ Execution/ Contract & Project Management and O&M of large Hydro Projects as well as Transmission/Distribution Projects. Before Joining REC Ltd. in 2007, he worked in SJVN Ltd. for 12 years in various positions and was responsible for the Planning, Erection, and Commissioning of Electro-mechanical Equipment of 1500 MW Nathpa Jhakri Hydro Power Plant, the biggest Hydroelectric project under operation so far in India. He also worked in Bhutan earlier on deputation with 1020 MW Tala Hydroelectric Power Project for around 3 years (from 2002 to 2005). |



| | |
|---|---|
| Terms and Conditions of appointment / re-appointment | Entrusted with an additional charge of post of Chairman and Managing Director (CMD) w.e.f. 01 st May, 2025 for a period of three months or till a full-time incumbent is appointed or until further orders, whichever is earlier. The additional charge was extended for further period of 3 months vide MoP order dated 4th August, 2025. |
| Details of remuneration last drawn | NA |
| Directorship held in other Listed Companies | Nil |
| Names of other Listed Entities in which he holds the membership of the Committees | Nil |
| Name of listed entities from which the person has resigned in the past three years | N. A |
| Relationships Between Directors, Managers or KMP Inter-se | Nil |
| Number of meetings of the Board attended during the year | N.A. |
| Number of Shares held in SJVN Limited as on 31.03.2025, including share-holding as a beneficial owner | Nil |

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for entrustment of an additional charge of post of Chairman and Managing Director (CMD) of the Company to Shri Bhupender Gupta.

None of the Directors or Manager or Key Management Personnel of the Company or their relatives except Shri Bhupender Gupta, is in any way, concerned or interested financially or otherwise in the resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at item no.4 of the Notice for approval by the shareholders.

Item No.5:

Appointment of Shri Ajay Kumar Sharma as a Whole-Time Director (Personnel):

Shri Ajay Kumar Sharma (DIN 01964014) was appointed as a Whole-Time Director (Personnel) of the Company by the President of India vide Ministry of Power, Government of India's order 15-22/2/2018-Hydel-II dated 25.09.2024 in exercise of powers conferred under Article 32 of the Articles of Association of the Company.

The Company has received requisite notices/ disclosures under applicable provisions of Companies Act, 2013 and SEBI Regulations from Shri Ajay Kumar Sharma in respect of his appointment as Director.

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 as required under Regulation 36(3) of SEBI LODR, 2015 & SS-2 issued by the Institute of Company Secretaries (ICS) of India are given below:

| | |
|---------------|------------------------|
| Name | Shri Ajay Kumar Sharma |
| DIN | 01964014 |
| Date of Birth | 08th April, 1974 |

| | |
|--|---|
| Date of First Appointment | 26th September, 2024 |
| Qualification | Shri Sharma holds a Bachelor's degree in Mechanical Engineering from Government College of Technology, Coimbatore, MBA in Human Resource Management from IGNOU and Executive Development Program Certification in HRM from XLRI-Xavier School of Management, Jamshedpur. |
| Brief Resume and Expertise in Specific Functional Area | Sh. Sharma joined SJVN in October 2009 as Manager, Manpower Planning and has since been a pivotal figure in HR department at Corporate Headquarters in Shimla. His contribution spans across various fields of HR i.e. Manpower Planning, Administration, Industrial Relations & Welfare, HR Policy, Training & Human Resource Development and HR Procurement. In addition to this, he has assisted Director (Personnel) and Chairman & Managing Director of SJVN, underscoring his importance in company's leadership team. His achievements include leading several strategic HR initiatives that significantly improved employee engagement and productivity, developing and implementing HR policies aligned with the company's strategic objectives, designing and execution of comprehensive training programs that enhanced the skills and competencies of the workforce and integration of technology with HR processes, streamlining HR processes and improving efficiency contributing to overall organizational growth. Prior to his tenure at SJVN, Sh. Sharma served at the Steel Authority of India Limited (SAIL) as Head of Mechanical Maintenance of BPP at the Bokaro Steel Plant from 1996 to 2009. With a career spanning more than two decades, he brings a wealth of experience and expertise in human resources and industrial operations. |
| Terms and Conditions of appointment / re-appointment | Appointed as Whole-time Director (Personnel) w.e.f. 26 th September 2024 for a period of 5 years or until further orders, whichever is earlier. |
| Details of remuneration last drawn | Please refer to the Report on Corporate Governance. |
| Directorship held in other Listed Companies | Nil |
| Names of other Listed Entities in which he holds the membership of the Committees | Nil |
| Name of listed entities from which the person has resigned in the past three years | N. A |
| Relationships Between Directors, Managers or KMP Inter-se | Nil |
| Number of meetings of the Board attended during the year | Four (4) |



| | |
|--|--------------------|
| Number of Shares held in SJVN Limited as on 31.03.2025, including share-holding as a beneficial owner | 100 Equity Shares. |
|--|--------------------|

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment of Shri Ajay Kumar Sharma as a Whole-Time Director (Personnel) of the Company, liable to retire by rotation.

None of the Directors or Manager or Key Management Personnel of the Company or their relatives except Shri Ajay Kumar Sharma, is in any way, concerned or interested financially or otherwise in the resolution at Item No. 5 of the accompanying Notice.

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

Item No.6:

Appointment of Secretarial Auditor:

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, subject to Members approval at the Annual General Meeting.

In this regard and based on the recommendations of Tender Evaluation Committee (TEC), the Board of Directors, at its meeting on 11th August, 2025, approved the appointment of M/s Akhil Rohatgi & Co., Practicing Company Secretaries, (Firm registration no. P1995DE072900), as the Company's Secretarial Auditor for five years commencing from FY2025-26 to FY2029-30, subject to Members' approval, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of bids invited from various Practicing Company Secretaries and Firms.

The Company has received a consent letter from M/s Akhil Rohatgi & Co., confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

M/s Akhil Rohatgi & Co. hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, M/s Akhil Rohatgi & Co. confirms that they hold a valid peer review certificate issued by ICSI and it fulfils all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI Listing Regulations and Companies Act, 2013 read with rules, if any.

M/s Akhil Rohatgi & Co. is a leading firm of practicing Company Secretaries with over 29 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. The Board of Directors has approved remuneration of ₹49,400 per annum plus applicable taxes and out of pocket expenses for FY26 and for each subsequent years of the term. Besides the audit services, the Company may also obtain permitted services from the Secretarial Auditor under various statutory regulations from time to time, for which the firm will be remunerated separately on mutually agreed terms.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Item No.7:

Ratification of remuneration of Cost Auditor for Financial Year 2025-26:

Based on the recommendation of Audit Committee, appointment of Cost

Auditors for the Financial year 2025-26 was decided by the Board of Directors. The Board of Directors in its meeting held on 29th May 2025 has accorded approval for appointment on payment of total fee of ₹2,40,000/- (Rupees Two Lakh Forty Thousand only) for cost audit for the financial year 2025-26. The fee structure for cost audit is broadly based on number of projects to be audited. The reimbursement of applicable statutory taxes/levies shall be in addition to fees.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors or Manager or 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. 7 of the Notice.

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

Item No. 8:

Re-appointment of Dr. Udeeta Tyagi as Non-Official Independent Director:

Dr. Udeeta Tyagi (DIN 05101501) was re-appointed as a Independent Director of the Company by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-Hydel-II dated 17.04.2025 in exercise of powers conferred under Article 32 of the Articles of Association of the Company. Earlier, she was independent Director of the Company for a period of three years starting from 08.11.2021 to 08.11.2024.

The Company has received requisite notices/ disclosures under applicable provisions of Companies Act, 2013 and SEBI Regulations from Dr. Udeeta Tyagi in respect of her appointment as Director.

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 as required under Regulation 36(3) of SEBI LODR, 2015 & SS-2 issued by the Institute of Company Secretaries (ICSI) of India are given below :-

| | |
|---|--|
| Name | Dr. Udeeta Tyagi |
| DIN | 05101501 |
| Date of Birth | 1st July, 1978 |
| Date of First Appointment | 08th November, 2021 for a period of three years and then on 17th April, 2025 for a period of one year. |
| Qualification | Dr. Tyagi holds a Master's degree and Doctorate (2009) in Chemistry. |
| Brief Resume and Expertise in Specific Functional Area | She has over 19 years' teaching experience of chemistry in various institutions. However, her areas of service and experience extend far beyond her professional qualifications. She happens to be a distinguished social worker in the fields of Waste Management, Skill Development, Women Empowerment, Youth Empowerment, Primary Education, Cleanliness and Beautification of Cities etc. As National President, Member of various State level and National Level Social Service Organisations, she has been working for Social Welfare and Empowerment of Youth etc. by bringing not only the youth but also schools, institutions, business organizations, local and state governments together with the objective of bringing prosperity through the community. Her achievements also include incorporating career counselling in CBSE curriculum, starting private schools in 124 villages and launching project 'Kaliyaan' to encourage girls' education. She has also been awarded by Hon'ble Prime Minister for Women Empowerment and by Hon'ble Chief Minister of Uttar Pradesh for beautification of different cities of U.P. |



| | |
|---|--|
| Terms and Conditions of appointment / re-appointment | Re-Appointment as Non-Official Independent Director w.e.f. 17 th April, 2025 for a period of one year or until further orders, whichever is earlier. |
| Details of remuneration last drawn | Please refer to the Report on Corporate Governance. |
| Directorship held in other Listed Companies | Nil |
| Names of other Listed Entities in which he holds the membership of the Committees | Nil |
| Name of listed entities from which the person has resigned in the past three years | Nil |
| Relationships Between Directors, Managers or KMP Inter-se | Nil |
| Number of meetings of the Board attended during the year | Four (4) |
| Number of Shares held in SJVN Limited as on 31.03.2025, including share-holding as a beneficial owner | Nil |
| The skills & capabilities required for the role and the manner in which the proposed person meets such requirements | In exercise of powers vested under Articles 32 of Articles of Association of the Company, the Administrative Ministry i.e. Ministry of Power appoints Independent Directors on the Board of the Company on the basis of recommendations of a high-level Search Committee constituted by the Government of India for the purpose. The skills and capabilities required for the role and the manner in which the proposed person meets such requirements are determined by the Ministry of Power in consultation with Search Committee. |

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment of Dr. Udeeta Tyagi as Non-Official Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Manager or Key Management Personnel of the Company or their relatives except Dr. Udeeta Tyagi, is in any way, concerned or interested financially or otherwise in the resolution at Item No. 8 of the accompanying Notice.

The Board considered the performance evaluation of Dr. Udeeta Tyagi in 323rd Board Meeting held on 29th May, 2025 and recommends the Special Resolution set out at item no. 8 of the Notice for approval by the shareholders.

BRIEF RESUME AND OTHER DETAILS AS REQUIRED UNDER REGULATION 36(3) OF SEBI LODR, 2015 & SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) OF THE DIRECTORS SEEKING RE-ELECTION AT THE 37TH ANNUAL GENERAL MEETING IS AS DETAILED BELOW :

| | |
|---------------------------|---|
| Name | Shri Ajay Kumar Sharma |
| DIN | 01964014 |
| Date of Birth | 08/04/1974 |
| Date of First Appointment | 26.09.2024 |
| Qualification | He holds Bachelor's degree in Mechanical Engineering from Government College of Technology, Coimbatore, MBA in Human Resource Management from IGNOU and Executive Development Program Certification in HRM from XLRI-Xavier School of Management, Jamshedpur. |

| | |
|--|---|
| Brief Resume and Expertise in Specific Functional Area | Shri Sharma joined SJVN in October 2009 as Manager, Manpower Planning and has since been a pivotal figure in HR department at Corporate Headquarters in Shimla. His contribution spans across various fields of HR i.e. Manpower Planning, Administration, Industrial Relations & Welfare, HR Policy, Training & Human Resource Development and HR Procurement. In addition to this, he has assisted Director (Personnel) and Chairman & Managing Director of SJVN, underscoring his importance in company's leadership team. His achievements include leading several strategic HR initiatives that significantly improved employee engagement and productivity, developing and implementing HR policies aligned with the company's strategic objectives, designing and execution of comprehensive training programs that enhanced the skills and competencies of the workforce and integration of technology with HR processes, streamlining HR processes and improving efficiency contributing to overall organizational growth. Prior to his tenure at SJVN, Sh. Sharma served at the Steel Authority of India Limited (SAIL) as Head of Mechanical Maintenance of BPP at the Bokaro Steel Plant from 1996 to 2009. With a career spanning more than two decades, he brings a wealth of experience and expertise in human resources and industrial operations. |
|--|---|

| | |
|---|---|
| Terms and Conditions of appointment / re-appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013. |
| Details of remuneration last drawn | Please refer to the Report on Corporate Governance. |
| Directorship held in other Listed Companies | Nil |
| Names of other Listed Entities in which he holds the membership of the Committees | Nil |
| Name of listed entities from which the person has resigned in the past three years | NA |
| Relationships Between Directors, Managers or KMP Inter-se | Nil |
| Number of meetings of the Board attended during the year | Four (4) |
| Number of Shares held in SJVN Limited as on 31.03.2025, including share-holding as a beneficial owner | 100 Equity Shares. |