

SJVN/CS/93/2018-

Date: 24-08-2018

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 30th Annual General Meeting of SJVN Limited, Intimation of Remote e-voting facility, Book Closure dates

Sir/Madam,

It is hereby informed that the **30th Annual General Meeting** of the Company is scheduled to be held on **Tuesday, 25th September 2018 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 2017-18 the following are **the Book Closure and Dividend Payment dates:-**

Book Closure Dates	19th September 2018 (Wednesday) to 25th September 2018 (Tuesday) (Both days Inclusive).
Purpose of Book Closure	AGM & Dividend
Dividend Payment Date	30th September 2018 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 cast



एसजेवीएन लिमिटेड

SJVN Limited

(A Joint Venture of GOI & GOHP)

A Mini Ratna & Schedule "A" Company

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

SJVN LIMITED

CIN: L40101HP1988GOI008409

Registered Office: 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 30th Annual General Meeting of the Members of SJVN Limited will be held on 25th September 2018, Tuesday 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, 2018 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 ₹1.90 per share and to declare the final dividend, if any, on equity shares for the financial year 2017-18.
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.
5. To fix remuneration of Statutory Auditors for the financial year 2018-19 and onwards and to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT, approval of the members be and is hereby accorded to fix the remuneration of Statutory Auditors appointed by the Comptroller & Auditor General of India at ₹10,50,000/- per annum plus applicable taxes plus Reimbursement of Out of pocket expenses for the financial year 2018-19 and onwards, as recommended by the Audit Committee and Board."

SPECIAL BUSINESS:

6. **Ratification of remuneration of Cost Auditor for financial year 2018-19**

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

"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 ₹2,10,000/- plus GST as applicable plus Out of pocket expenses incurred in connection with the cost audit to be paid to M/s Balwinder & Associates, Cost Accountants, Chandigarh, Cost Auditors of the Company for the financial year 2018-19, 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



(Soumendra Das)
Company Secretary
FCS-4833

Date: 3rd August, 2018
Place: New Delhi

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, 23rd September 2018. Blank proxy form is enclosed.
3. As per Section 105 of the Companies Act, 2013 and relevant rules made thereunder, 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 Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 **19th September 2018 (Wednesday) to 25th September 2018 (Tuesday)** (both days inclusive).
10. **The Board has recommended a Final Dividend @ ₹0.20 per share at its 265th meeting held on 28th May 2018. 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 2018 (Tuesday).**
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 **30th September 2018**.
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 2018-19 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 2017-18 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 2017-18 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

- Pursuant to Section 108 and corresponding Rules of Companies Act, 2013 as well as Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will provide e-voting facility to the members. All businesses to be transacted at the Annual General Meeting can be transacted through the electronic voting system.
- 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 **22nd August 2018**.
- 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.
- The Company has appointed **Mr. Santosh Kumar Pradhan**, Practicing Company Secretary, as the scrutinizer for conducting the e-voting and ballot process in the fair and transparent manner.
- The scrutinizer will submit his final report on votes casted through Ballot & e-voting 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 one 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.cdslindia.com.
- The scrutinizer's decision on the validity of e-voting and ballot will be final.

The instructions for shareholders voting electronically are as under:

- The voting period begins **9.00 a.m on 22nd September 2018** and ends on **5.00 p.m., 24th September 2018**. During this period, the 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 2018**, 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.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for SJVN Limited on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.

- (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 linked in the login 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No.6:

The Board, on the recommendation of the Audit Committee has, vide its 265th meeting dated 28.05.2018 has approved the appointment and remuneration of M/s Balwinder & Associates, Cost Accountants, Registration No. 000201, Chandigarh 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 2019.

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 2019.

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. 6 of the Notice.

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

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AT THE 30TH ANNUAL GENERAL MEETING.

Name	Shri Rakesh Kumar Bansal	Shri Amarjit Singh Bindra
DIN	06395552	03358160
Date of Birth	24 th July 1960	14 th December 1959
Date of Appointment	31 st October 2012	9 th 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 31 st 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 9 th December 2010. Prior to joining the company, he was General Manager (Finance) in Delhi Metro Rail Corporation Limited. He has about 36 years of experience in NHPC, THDC and DMRC. Shri Bindra has wide experience in Financial planning, appraisal, getting clearances, Budgetary monitoring, contract management including commercial aspects and policy issues.
Directorship held in other Listed Companies	NIL	NIL
Names of Listed Entities in which the person holds the membership of the Committees.	NIL	NIL
Relationships Between Directors Inter-se	NIL	NIL
Number of Shares Held	1000	NIL



SJVN LIMITED

CIN : L40101HP1988GOI008409

Registered Office: SJVN Corporate Office Complex, Shanani, Shimla – 171 006, Himachal Pradesh.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id	
Client Id	

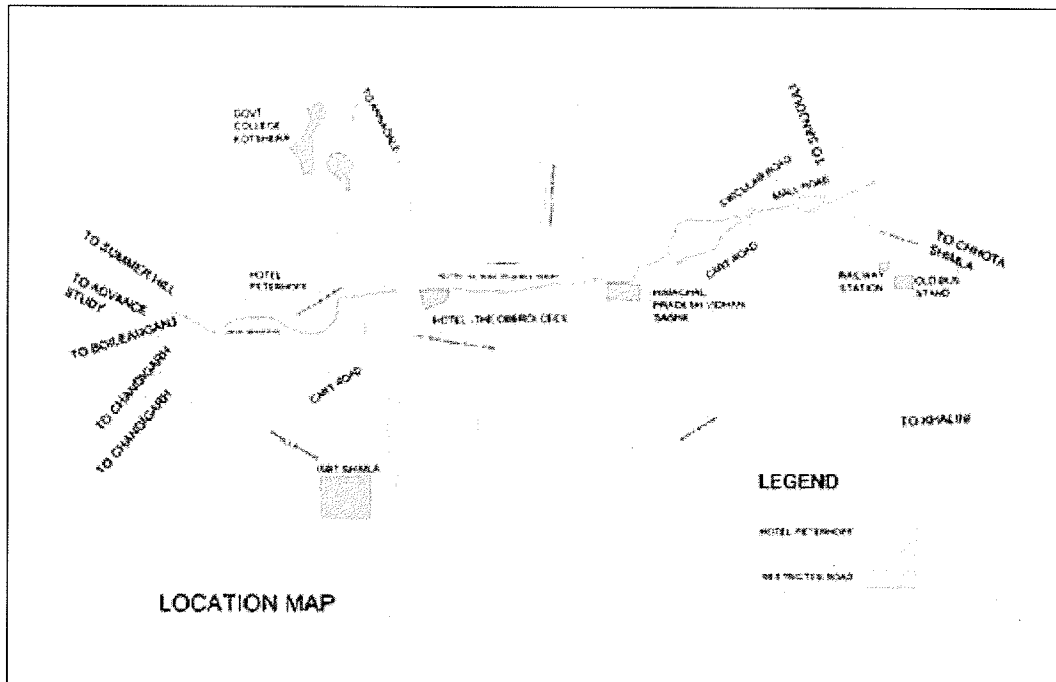
FOLIO No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER.....

I hereby record my presence at the 30TH ANNUAL GENERAL MEETING of the Company held on **Tuesday, September 25th, 2018 at 1500 HRS** at **"Hotel Peterhoff, Chaura Maidan, Shimla – 171004".**

Signature of Shareholder

ROUTE MAP TO THE VENUE OF THE AGM





PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014)

SJVN LIMITED

CIN : L40101HP1988GOI008409

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

Name of the member(s):		Email Id:	
Registered Address:		Folio No/*Client Id : *DP Id:	

I/We, being the member(s) of _____ shares of SJVN Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____.

and whose signature(s) are proposed below as my / our proxy to vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on **Tuesday, September 25, 2018 at 1500 HRS** at **"Hotel Peterhoff, Chaura Maidan, Shimla – 171004"** and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:-

	Resolutions	For	Against
1	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31 st March, 2018 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 ₹1.90 per share and to declare the final dividend, if any, on equity shares for the financial year 2017-18		
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.		
5	To fix remuneration of Statutory Auditors for the financial year 2018-19 and onwards.		
6	Ratification of Remuneration of Cost Auditor for the Financial Year 2018-19.		

Affix a
₹ 1/-
Revenue
Stamp

Signed this _____ day of _____ 2018.

Signature of Shareholder

Signature of
First proxy holder

Signature of
Second proxy holder

Signature of
Third proxy holder

Notes:-

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'for' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he /she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.