

Registered Office:

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NOTICE OF 17th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of BSES Yamuna Power Limited will be held on Thursday, 27th day of September, 2018 at 2:30 p.m. at Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi - 110019 for transacting the following business:

ORDINARY BUSINESS:

- 17.1 To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2018 and the Balance Sheet as on that date and reports of the Board of Directors and Auditors thereon.
- 17.2 To appoint a Director in place of Shri Lalit Jalan (DIN 00270338), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- 17.3 To appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No.103523W / W100048), be and is hereby appointed as Statutory Auditors of the Company for the second term of two consecutive years to hold office from the conclusion of 17th Annual General Meeting till the conclusion of 19th Annual General Meeting at such fee as may be mutually agreed upon between the management and the Auditors.

RESOLVED FURTHER THAT Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

- 17.4 To ratify the remuneration payable to M/s. Jitender, Navneet & Co., Cost Auditors of the Company for the financial year 2018-19.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and

Auditors) Rules, 2014, M/s. Jitender, Navneet & Co., Cost Accountants (Firm Registration No.000119), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2018-19, be paid a remuneration of Rs.2,54,000/- (Rupees Two Lakh Fifty Four Thousand Only) plus out of pocket expenses of Rs.25,000/- (Rupees Twenty Five Thousand Only) plus Goods and Services Tax (GST), as applicable for the financial year 2018-19.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts deeds and things as may be required to give effect to the aforesaid resolution.”

- 17.5 To re-appoint Shri Prem R. Kumar as Manager under Section 2(53) of the Companies Act, 2013 designated as Chief Executive Officer of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of the Central Government, if necessary, consent of the members be and is hereby accorded to the re-appointment and terms of remuneration of Shri Prem R. Kumar as “Manager” u/s 2(53), designated as Chief Executive Officer of the Company for a period of 2 years w.e.f. 01.02.2018 upon the terms and conditions set out in the explanatory statement annexed to the Notice convening this meeting as per the recommendation of the Board of Directors.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the consent of the members be and is hereby accorded to the re-appointment of Shri Prem R. Kumar (Manager u/s 2(53) designated as Chief Executive Officer) as the “Key Managerial Personnel” to perform the duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT during the tenure of the above re-appointment, Shri Prem R. Kumar shall be paid remuneration not exceeding Rs.105 lacs per annum consisting of salary, allowances and other perquisites stated below, in addition to Performance Linked Incentive not exceeding Rs.25 lacs per annum during the tenure of his re-appointment.

RESOLVED FURTHER THAT in addition to the above he shall be entitled to receive bonus, incentives, allowances, leave encashment and other perquisites such as company owned accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, use of company car with driver for official use, leave travel concession for self and his dependant family members; medical insurance, club fee and other perquisites as per the nomination & remuneration policy and other HR policies including retiral benefits such as pension, provident fund, superannuation fund or annuity fund, national pension scheme and gratuity, and pension benefits from the Company for his past services under CCS (Pension Rules) 1972 in respect of services rendered erstwhile DVB. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income-tax Act, 1961 or any rules there

under (including any statutory modification(s) or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year during the tenure of re-appointment of Shri Prem R. Kumar as “Manager” u/s 2(53) designated as Chief Executive Officer of the Company, the remuneration payable to him shall be within the limits prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time.”

By the order of the Board
For **BSES Yamuna Power Limited**

Sd/-
Suresh Kumar Agarwal
Company Secretary

Date : July 28, 2018
Place : New Delhi

NOTES:

- 1) Information in respect of the Director of the Company seeking re-appointment as set out in item no 17.2 of the notice at this Annual General Meeting is annexed hereto as **Annexure "A"**.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY FILLED, STAMPED, SIGNED AND COMPLETED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

An instrument of Proxy shall be valid only if it is properly stamped as per the applicable law. Undated proxies and proxies which do not state the name of Proxy shall be considered invalid.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- 3) During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
- 4) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed herewith.
- 5) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
- 6) The relevant documents/records are available for inspection by the shareholders at the Registered Office of the Company at any time during the working hours till the date of Annual General Meeting.
- 7) The Notice of the Annual General Meeting along with the Annual Report 2017-18 is being sent by electronic mode to Members entitled to receive such e-mail as per records of the Company or as provided by the depository.
- 8) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 9) Members are requested to bring their copy of Annual Report with them at the Annual General Meeting.
- 10) Proxy Form and Route-map to the venue of the meeting are provided at the end of the Notice.
- 11) Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Director(s) or Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

Explanatory Statement in terms of Section 102 of the Companies Act, 2013.

SPECIAL BUSINESS:

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement set out the material facts relating to the business mentioned in item No. 17.4 and item No. 17.5, in the accompanying Notice.

Item No.17.4

The Board of Directors of the Company, on recommendation of the Audit Committee, at its adjourned meeting held on April 21, 2018 considered and approved the re-appointment of M/s. Jitender, Navneet & Co., Cost Accountants, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the financial year 2018-19 at a remuneration of Rs.2,54,000/- (Rupees Two Lakh and Fifty Four Thousand Only) plus out of pocket expenses of Rs.25,000/- (Rupees Twenty Five Thousand Only) plus GST, as applicable.

Accordingly, consent of the members is sought for ratification of the remuneration of M/s. Jitender, Navneet & Co., Cost Accountants, as set out at Item No. 17.4 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 17.4 for the approval of Members.

Item No.17.5

Shri Prem R. Kumar was appointed as “Manager” under Section 2(53) of the Companies Act, 2013 for a period of two years effective from February 1, 2016 by the Board of Directors in their meeting held on January 18, 2016 and by the Shareholders at their Annual General Meeting held on September 29, 2016 pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). He also satisfied the conditions as laid down in the Part-I of Schedule V of the Companies Act, 2013.

Performance review of Shri Prem R. Kumar has been found satisfactory as per KRA's / targets set by the organization in his previous term.

After considering the above and such other factors that Shri Prem R. Kumar is an Electrical Engineer from National Institute of Nagpur and holds Masters in Business Administration (MBA) from F.M.S. New Delhi and his rich experience of more than 31 years in power industry as well as his involvement in the operations of the Company over a long period of time; it was considered in the interest of Company to continue the employment of Shri Prem R. Kumar as Manager and designated as “Chief Executive Officer” of the Company.

Further, it was proposed to re-appoint Shri Prem R. Kumar as “Manager” u/s 2(53) and designated as “Chief Executive Officer” under category of “Key Managerial Personnel” for further period of two years from February 01, 2018 as approved by the Board of Directors in meeting held on November 09, 2017.

For the purpose, an agreement has been entered into by the Company with Shri Prem R. Kumar as on November 09, 2017. The said agreement contain the terms of re-appointment

and remuneration of Shri Prem R. Kumar during the tenure of his appointment for a period of two years will comprise salary, allowances and the perquisites and the aggregate monetary value of such salary, allowances and perquisites.

Further, the Board of Directors in their meeting held on January 30, 2018, revised the remuneration of Shri Prem R. Kumar as basic pay of Rs.105 lacs per annum and performance linked incentive not exceeding Rs.25 lacs per annum.

Copy of the agreement as referred above is available for inspection at the Registered Office of the Company in between 11:00 a.m. to 1:00 p.m. on all working days except Saturdays till the date of ensuing Annual General Meeting.

The aforesaid employment may be terminated by either party [Company or the Manager (CEO)] by giving three months prior notice of termination in writing to the other.

The association of Shri Prem R. Kumar with the Company is likely to improve the operational as well as overall performance of the Company.

None of the Directors or Key Managerial Personnel or the relatives except Shri Prem R. Kumar, are concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 17.5 for the approval of Members.

By the order of the Board
For **BSES Yamuna Power Limited**

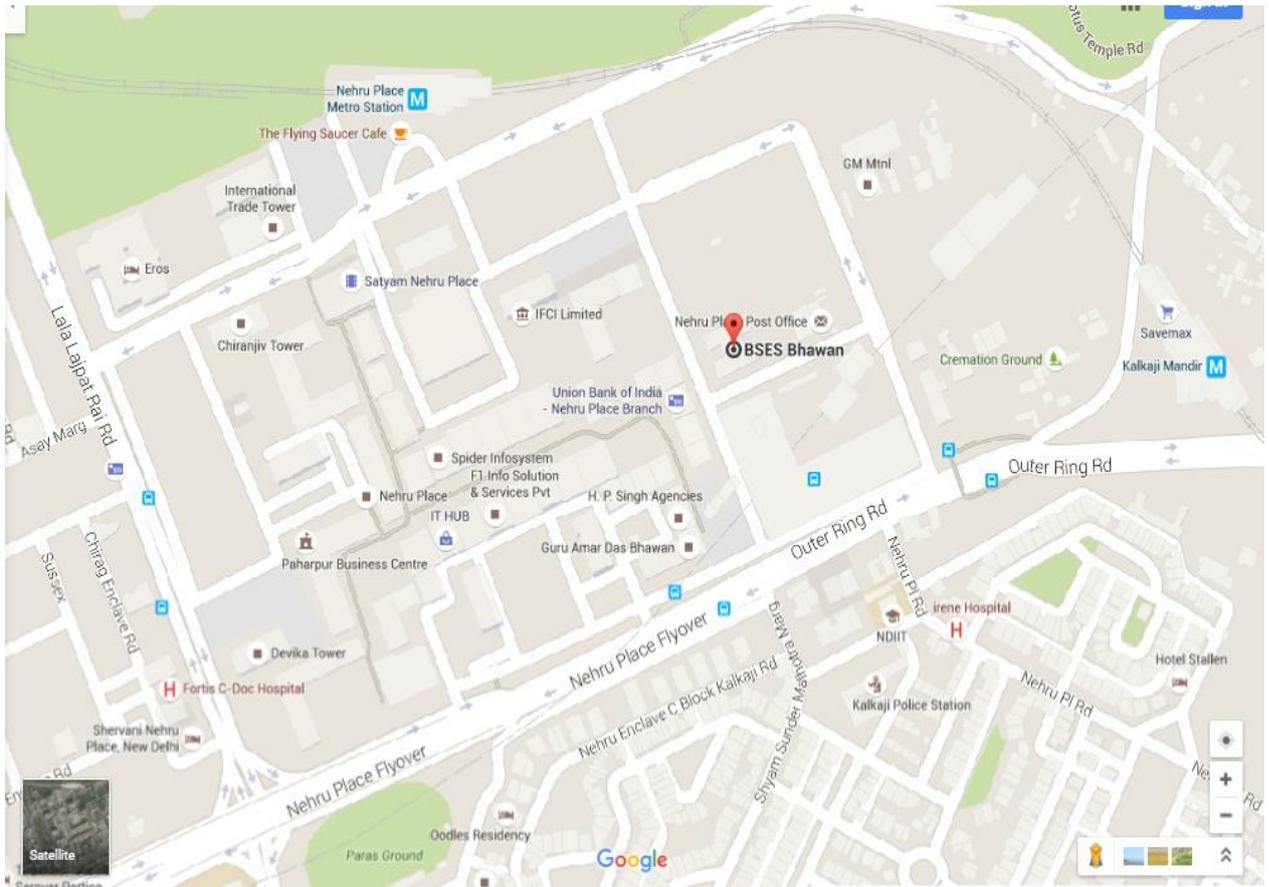
Sd/-
Suresh Kumar Agarwal
Company Secretary

Date : July 28, 2018
Place : New Delhi

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 17TH ANNUAL GENERAL MEETING

S. No.	Particulars	Shri Lalit Jalan (Re-appointment)
1.	DIN	00270338
2.	Date of Birth	23/09/1956
3.	Date of appointment on the Board	04/10/2005
4.	Qualifications	BE from IIT, Kanpur, MBA in Finance from prestigious Wharton School, University of Pennsylvania, MS in Computer Science from Moore School, University of Pennsylvania.
5.	Experience	He has vast experience in the field of diverse business interests across Finance, Infrastructure, Power, Telecom, Healthcare, Manufacturing, Transport & Roads, Metro, Airports, Cement, Natural resources & Entertainment Sectors.
6.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	Non Executive Director (No remuneration)
7.	Shareholding in the Company.	Nil
8.	Relationships with the Other Directors, Manager and other KMP(s).	None
9.	No. of Board Meetings attended during the financial year 2017-18 and Directorships, Memberships / Chairmanship of Committees of the Board.	No. of Board Meeting attended : One (1) Directorships 1. Jalan Brothers Private Limited 2. Data Ware Private Limited 3. BSES Yamuna Power Limited 4. BSES Rajdhani Power Limited 5. Reliance Velocity Limited 6. Jaybee Mercantiles Private Limited 7. Jalan Infosystem Private Limited 8. Data Management Centre Private Limited 9. Reliance Defence And Aerospace Private Limited 10. Reliance Defence Technologies Private Limited 11. Reliance Defence Systems Private Limited 12. Reliance Defence Limited 13. Reliance SED Limited

Route Map to reach 17th Annual General Meeting Venue



Form No. MGT-11

Proxy Form

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

CIN : U40109DL2001PLC111525
Name of the company : BSES Yamuna Power Limited
Registered office : Shakti Kiran Building, Karkardooma Delhi - 110032

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of share(s) of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :

Signature :, or failing him
2. Name :
Address :
E-mail Id :

Signature :, or failing him
3. Name :
Address :
E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Thursday, 27th day of September, 2018 at 2:30 p.m. at Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi - 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No. Agenda Item

- 17.1** To receive, consider and adopt the audited statement of Profit and Loss for the financial year ended March 31, 2018 and the Balance Sheet as on that date and reports of the Board of Directors and Auditors thereon.

- 17.2 To appoint a Director in place of Shri Lalit Jalan (DIN 00270338), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.
- 17.3 To appoint M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.
- 17.4 To ratify the remuneration payable to M/s. Jitender, Navneet & Co., Cost Auditors of the Company for the financial year 2018-19.
- 17.5 To re-appoint Shri Prem R. Kumar as Manager under Section 2(53) of the Companies Act, 2013 designated as Chief Executive Officer of the Company.

Signed this..... day of..... 2018.

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Signature of shareholder

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Signature of Proxy holder(s)



Note: 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.