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NOTICE OF 19th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting of BSES Yamuna Power Limited will be held on Saturday 24th day of October, 2020 at 3:30 P.M. (IST), through video conferencing or other audio visual means for transacting the following business:

ORDINARY BUSINESS

- 19.1 To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
- 19.2 To appoint a Director in place of Shri Punit Narendra Garg, who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
- 19.3 To appoint Statutory Auditors and fix their remuneration

To consider and if thought fit, to pass, with or without modification(s) 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 Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Ravi Rajan & Co. LLP, Chartered Accountants [ICAI Firm Registration No.009073N/N500320], who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act as Statutory Auditors of the Company, be and is hereby appointed as Statutory Auditors of the Company for a term of five consecutive years and to hold office from the conclusion of this 19th Annual General Meeting till the conclusion of 24th 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 authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

- 19.4 To ratify the remuneration payable to M/s. Jitender, Navneet & Co., appointed as Cost Auditors of the Company for the financial year 2020-21.

To consider and if thought fit, to pass, with or without modification(s) 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 read with Companies

(Audit and Auditors) Rules, 2014, as amended from time to time, 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 2020-21, be paid a remuneration of Rs.2,66,000/- (Rupees Two Lakh Sixty Six 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 2020-21.

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.”

19.5 **To appoint Shri Angarai Natarajan Sethuraman as a Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Shri Angarai Natarajan Sethuraman (DIN: 01098398), who was appointed as an Additional Director of the Company w.e.f. October 24, 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 read with rules made thereunder and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.6 **To appoint Shri Partha Pratim Sarma as a Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Shri Partha Pratim Sarma (DIN: 08245533), who was appointed as an Additional Director of the Company w.e.f. November 15, 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 read with rules made thereunder and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.7 **To appoint Shri Jasmine Shah as a Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Jasmine Shah (DIN: 08621290), who was appointed as an Additional Director of the Company w.e.f. November 27, 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 read with rules made thereunder and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.8 To appoint Shri Jagjeet Singh Deswal as a Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Jagjeet Singh Deswal (DIN: 07386612), who was appointed as an Additional Director of the Company w.e.f. November 27, 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 read with rules made thereunder and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.9 To appoint Shri Naveen ND Gupta as a Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Naveen ND Gupta (DIN: 00271748), who was appointed as an Additional Director of the Company w.e.f. November 27, 2019 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 read with rules made thereunder and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.10 To re-appoint Shri Surinder Singh Kohli as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Surinder Singh Kohli (DIN: 00169907), who completes his first term as an Independent Director and has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for a second term of five years to hold office from July 28, 2020 to July 27, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.11 **To re-appoint Ms. Ryna Zaiwalla Karani as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Ms. Ryna Zaiwalla Karani (DIN: 00116930), who completes her first term as an Independent Director and has given her consent for the re-appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for a second term of five years to hold office from July 28, 2020 to July 27, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

19.12 **To re-appoint Shri Ajit Keshav Ranade as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being

in force) Shri Ajit Keshav Ranade (DIN: 00918651), who completes his first term as an Independent Director and has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for a second term of five years to hold office from July 28, 2020 to July 27, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

19.13 To re-appoint Shri Anjani Kumar Sharma as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Anjani Kumar Sharma (DIN: 01180722), who completes his first term as an Independent Director and has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director for a second term of five years to hold office from July 28, 2020 to July 27, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with 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, as may be required, the consent of the members be and is hereby accorded for the appointment of Shri Prem R. Kumar as Chief Executive Officer designated as Manager u/s 2(53) of the Companies Act, 2013 and termed as Key Managerial Personnel of the Company for a period of 2 years w.e.f. February 1, 2020 to perform the duties as required under the Companies Act, 2013 and such other duties as may be assigned to him by the Board from time to time.

RESOLVED FURTHER THAT during the tenure of his appointment, Shri Prem R. Kumar shall be entitled to a fixed pay of Rs.1,15,40,000/- per annum and a Performance Linked Incentive of Rs. 27,60,000/- per annum and other benefits as per terms of his appointment.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year during the tenure of Shri Prem R. Kumar as Chief Executive Officer designated as Manager 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).

RESOLVED FURTHER THAT the Board of Directors authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution."

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


Suresh Kumar Agarwal
Company Secretary

Date : September 23, 2020
Place : New Delhi

NOTES:

- 1) Information in respect of the Director of the Company seeking appointment/re-appointment as set out in item no. 19.2, 19.5, 19.6, 19.7, 19.8, 19.9 is annexed hereto as **Annexure "A"** and item no. 19.10, 19.11, 19.12 and 19.13 is annexed hereto as **Annexure "B"** of the notice at this Annual General Meeting.
- 2) Due to COVID-19 Pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, allowed companies:
 - i) to send the annual reports to shareholders only through an email who have registered their email id with the Company/ Depositories.
 - ii) to hold Annual General Meeting (AGM) through video conference (VC) or other audio-visual means ('OAVM').
 - iii) since general meeting is conducted via VC or OAVM, where physical attendance of the members has been dispensed with, there is no requirement of appointment of proxies". HENCE, APPOINTMENT OF PROXIES SHALL NOT BE ALLOWED FOR THIS MEETING.
- 3) Corporate members intending to make their authorised representatives to attend the meeting are requested to send to the Company a certified true copy of the Board

Resolution authorizing their representative to attend and vote on their behalf at the meeting on the e-mail of the Company Secretary of the company.

- 4) All documents referred to in this Notice along with statutory records and registers/ returns including 'Register of Directors and Key Managerial Personnel and their shareholding', maintained under Section 170 of the Act, as required to be kept open for inspection under the Act, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM and at the AGM. Members seeking to inspect such documents can send an email to suresh.agarwal@relianceada.com.
- 5) The Notice of the Annual General Meeting along with the Annual Report 2019-20 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.
- 6) 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.
- 7) Members have been provided with the annual reports on their registered e-mail ids. Members are requested to consider it before the meeting or they can print the annual report as per their convenience.
- 8) Members are requested to bring their copy of Annual Report with them at the Annual General Meeting.
- 9) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this notice.
- 10) 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.
- 11) **General Instruction for accessing and participating in the 19th AGM through VC/OAVM**
 - i) The meeting shall be conducted via "CISCO WEBEX SOFTWARE" under which each member shall be provided with a meeting Id and password through which the member shall be able to have access to the meeting.
 - ii) The CISCO software can be downloaded via <https://www.webex.com/downloads.html>. Members can download the software from the above link for their laptops and computer sets. However, if any member is attending from their mobile set, the software can be downloaded from play store.
 - iii) After downloading, each member shall enter into the application as a guest and then the application will ask the meeting Id and password. Members may participate in the meeting by entering the following details :

Meeting ID: 1702280844
Password : 24102020

Kindly keep the Meeting ID and Password confidential. Do not share it with anyone.

- iv) The member needs to enter, meeting Id in the box and it will open a new window in which the password needs to be enter and the member will be admitted in the meeting.
- v) Members shall be able to login to the meeting 15 minutes before the scheduled time of the meeting. Each member after logging in shall be admitted to a virtual waiting room whereby they can wait until the host starts the meeting.
- vi) After the host starts the meeting, each of the members will be requested to mute their microphones so that their voices do not interrupt the meeting. When the host takes the name, the said member will unmute himself/herself and speak. After the speaker is done speaking the person shall again mute his/her microphone.
- vii) It is requested to use headphones while attending the meeting so as to avoid any sound issue. Further, it is requested to use Wi-Fi network over cellular so as to avoid any networking problem.
- viii) Every member shall respond to his/her name when the host introduces them to other members. In case any member has any query, then they can raise their hand and unmute themselves after they are said to speak. The member asking query shall first provide his/her name and then speak the query to make it easy for minutize such in the minutes of the company.
- ix) Any member in case of any technical assistance can mail on suresh.agarwal@relianceada.com and can either give a call on 011-41247118.

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 Statement sets out all the material facts relating to the business mentioned under item no. 19.4, 19.5, 19.6, 19.7, 19.8, 19.9, 19.10, 19.11, 19.12, 19.13 and 19.14, in the accompanying Notice.

Item No.19.4

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on April 30, 2020, considered and approved the re-appointment of M/s. Jitender, Navneet & Co., Cost Accountant, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the financial year 2020-21 at a remuneration of Rs. 2,66,000/- (Rupees Two Lakh and Sixty Six Thousand Only) plus out of pocket expenses of Rs. 25,000/- (Rupees Twenty Five Thousand Only) plus GST, as applicable.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

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. 19.4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.19.4 of the Notice.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

Item No.19.5

Shri Angarai Natarajan Sethuraman (DIN: 01098398), nominated by Reliance Infrastructure Limited was appointed as an Additional Director of the Company w.e.f. October 24, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Angarai Natarajan Sethuraman for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Angarai Natarajan Sethuraman as a Director.

The details of Shri Angarai Natarajan Sethuraman are given in **Annexure "A"**.

Except Shri Angarai Natarajan Sethuraman, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.19.5 of the Notice.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

Item No.19.6

Shri Partha Pratim Sarma (DIN: 08245533), nominated by Reliance Infrastructure Limited was appointed as an Additional Director of the Company w.e.f. November 15, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as

Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Partha Pratim Sarma for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Partha Pratim Sarma as a Director.

The details of Shri Partha Pratim Sarma are given in **Annexure "A"**.

Except Shri Partha Pratim Sarma, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.19.6 of the Notice.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

Item 19.7

Shri Jasmine Shah (DIN: 08621290), nominated by Delhi Power Company Limited was appointed as an Additional Director of the Company w.e.f. November 27, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Jasmine Shah for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Jasmine Shah as a Director.

The details of Shri Jasmine Shah are given in **Annexure "A"**.

Except Shri Jasmine Shah, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.19.7 of the Notice.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

Item 19.8

Shri Jagjeet Singh Deswal (DIN: 07386612), nominated by Delhi Power Company Limited was appointed as an Additional Director of the Company w.e.f. November 27, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Jagjeet Singh Deswal for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Jagjeet Singh Deswal as a Director.

The details of Shri Jagjeet Singh Deswal are given in **Annexure "A"**.

Except Shri Jagjeet Singh Deswal, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.19.8 of the Notice.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

Item 19.9

Shri Naveen ND Gupta (DIN: 00271748), nominated by Delhi Power Company Limited was appointed as an Additional Director of the Company w.e.f. November 27, 2019 who holds office up to the date of this Annual General Meeting. He is eligible for appointment as Director of the Company in terms of the provisions of Companies Act, 2013. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Jagjeet Singh Deswal for the office of Director. The Board of Directors considers it in the interest of the Company to appoint Shri Jagjeet Singh Deswal as a Director.

The details of Shri Jagjeet Singh Deswal are given in **Annexure "A"**.

Except Shri Jagjeet Singh Deswal, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.19.8 of the Notice.

The Board recommends the resolution for approval of the members as an **Ordinary Resolution**.

Item 19.10

Shri Surinder Singh Kohli (DIN: 00169907), completes his first term as an Independent Director and is eligible for re-appointment as Independent Director for another term of five consecutive years, subject to meeting criteria of independence and passing of a special resolution by the shareholders of the Company to that effect as required under the Act.

Considering the performance evaluation which was found satisfactory by the Board, Shri Surinder Singh Kohli provided his consents and necessary disclosures to continue as an Independent Director of the Company. Further, he also met the criteria of Independence and based on the recommendations of Nomination and Remuneration Committee, subject to approval of the member, the Board of Directors, on July 28 2020, had approved his re-appointment as Independent Director of the Company for a second term of five years to hold office from July 28, 2020 to July 27, 2025, During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

Brief Profile of Shri Surinder Singh Kohli:

Shri Surinder Singh Kohli, 75 years, was the Chairman and Managing Director of India Infrastructure Finance Company Limited (IIFCL), a wholly owned company of the Government of India till April 2010, engaged in promotion and development of infrastructure.

Under his leadership, IIFCL commenced its operations and carved a niche for itself in financing infrastructure projects. The support of IIFCL helped in speedier achievement of financial closure of infrastructure projects in sectors like highways, airports, seaports, power, etc. IIFCL was conferred with the "Most Admired Infrastructure Financier 2010" by KPMG Infrastructure. Shri Kohli had long experience as a banker, spanning over 40 years having held positions of Chairman and Managing Director of Punjab and Sind Bank, Small Industries Development Bank of India (SIDBI) and Punjab National Bank (PNB), one of the largest public sector banks in India. During his Chairmanship of PNB (from 2000 to 2005), he undertook total transformation of the Bank. Under his leadership, PNB became a techno-savvy Bank by implementing core banking solution and introducing various technology-based products and services. PNB also emerged as one of the India's Most

Trusted Brands and the PNB Group floated three public offerings of capital during his tenure which was highly successful.

Shri Kohli held the Chairmanship of Indian Banks Association, a forum for promoting the interest of banks for two terms and was Member/Chairman of several committees associated with financial sector policies. The committees he chaired dealt with a variety of issues relating to small/medium enterprise financing, wilful default in loans, human resources development in the banking industry and reconstruction of distressed small industries, etc. A recipient of several awards including the "Enterprise

In the opinion of the Board, the above named person proposed to be re-appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and that the proposed Director is independent of the Management.

The details of Shri Surinder Singh Kohli are given in **Annexure "B"**.

Except Shri Surinder Singh Kohli, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 19.10 of the Notice.

The Board recommends the Resolution for approval of the members as a **Special Resolution**.

Item 19.11

Ms. Ryna Zaiwalla Karani (DIN 00116930) completes her first term as an Independent Director and is eligible for re-appointment as Independent Director for another term of five consecutive years, subject to meeting criteria of independence and passing of a special resolution by the shareholders of the Company to that effect as required under the Act.

Considering the performance evaluation which was found satisfactory by the Board, Ms. Ryna Zaiwalla Karani provided her consents and necessary disclosures to continue as an Independent Director of the Company. Further, she also met the criteria of Independence and based on the recommendations of Nomination and Remuneration Committee, subject to approval of the member, the Board of Directors, on July 28 2020, had approved her re-appointment as Independent Director of the Company for a second term of five years to hold office from July 28, 2020 to July 27, 2025, During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

Brief Profile of Ms. Ryna Zaiwalla Karani:

Ms. Ryna Zaiwalla Karani, 52 years, is partner of ALMT Legal, Advocates and Solicitors since November 2006 and part of the firm's corporate and commercial team. She has been practicing as a lawyer since 1994 and is enrolled as Advocate with the Bar Council of Maharashtra and Goa. Her practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted a number of foreign clients in establishing a presence in India through incorporation of companies and/or establishment of liaison offices. She is a member of the Society of Women Lawyers.

Besides her M&A practice, she advises clients on infrastructure projects including submission and preparation of Request for Proposal (RFPs), finalizing tenders, drafting and negotiating concession agreements and related documents.

Ms. Ryna Zaiwalla Karani also regularly advises clients on loan transactions (both Rupee and external commercial borrowings), including drafting and negotiating the loan agreements, security and other related documents. She also provides advice on general corporate matters, commercial contracts real estate matters.

In the opinion of the Board, the above named person proposed to be re-appointed as Independent Director fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder and that the proposed Director is independent of the Management.

The details of Ms. Ryna Zaiwalla Karani are given in **Annexure "B"**.

Except Ms. Ryna Zaiwalla Karani, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 19.11 of the Notice.

The Board recommends the Resolution for approval of the members as a **Special Resolution**.

Item 19.12

Shri Ajit Keshav Ranade (DIN 00918651) completes his first term as an Independent Director and is eligible for re-appointment as Independent Director for another term of five consecutive years, subject to meeting criteria of independence and passing of a special resolution by the shareholders of the Company to that effect as required under the Act.

Considering the performance evaluation which was found satisfactory by the Board, Shri Ajit Keshav Ranade provided his consents and necessary disclosures to continue as an Independent Director of the Company. Further, he also met the criteria of Independence and based on the recommendations of Nomination and Remuneration Committee, subject to approval of the member, the Board of Directors, on July 28 2020, had approved his re-appointment as Independent Director of the Company for a second term of five years to hold office from July 28, 2020 to July 27, 2025, During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

Brief Profile of Shri Ajit Keshav Ranade:

Shri Ajit Keshav Ranade is an economist based out of Mumbai, India. He received a PhD in Economics from Brown University. He is a B.Tech in Electrical Engineering from Indian Institute of Technology, Bombay and is an alumnus of Indian Institute of Management, Ahmedabad. He has been a Professor at Indian Council for Research on International Economic Relations (ICRIER), New Delhi and Assistant Professor at Indira Gandhi Institute of Development Research (IGIDR), Mumbai.

He is presently the Chief Economist of the Aditya Birla Group, an Indian multinational conglomerate. He was Chief Economist at ABN AMRO Bank between 2000 and 2003. He serves as a Director on the Board of Hindalco Almex Aerospace Limited, a joint venture company of Hindalco and Almex Inc. of USA between 2007 to 2011. He was Government of India's nominee as Independent Director of Multi Commodity Exchange of India Ltd., from September 22, 2007 to April 1, 2010. He has served on various committees of the Reserve Bank of India, including the Committee on Fuller Capital Account Convertibility and the committee to review FEMA for Individuals. He is a member of the National Executive Committee of FICCI and Economic Policy Council of CII. He chairs the Research Advisory Panel of the Indian Institute of Banking and Finance. He was earlier a member of the Board of Governors of the Indian Institute of Technology, Bombay. He serves on the Board of Gokhale Institute of Politics and Economics. He writes regularly in the press on economics

and business issues. He is a co founder and trustee of Association for Democratic Reforms which is an Indian civil society group working for transparency in the politics of India. He was awarded as Distinguished Alumnus of Indian Institute of Technology, Bombay in 2009.

The details of Shri Ajit Keshav Ranade are given in **Annexure "B"**.

Except Shri Ajit Keshav Ranade, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 19.11 of the Notice.

The Board recommends the Resolution for approval of the members as a **Special Resolution**.

Item 19.13

Shri Anjani Kumar Sharma (DIN: 01180722) completes his first term as an Independent Director and is eligible for re-appointment as Independent Director for another term of five consecutive years, subject to meeting criteria of independence and passing of a special resolution by the shareholders of the Company to that effect as required under the Act.

Considering the performance evaluation which was found satisfactory by the Board, Shri Anjani Kumar Sharma provided his consents and necessary disclosures to continue as an Independent Director of the Company. Further, he also met the criteria of Independence and based on the recommendations of Nomination and Remuneration Committee, subject to approval of the member, the Board of Directors, on July 28 2020, had approved his re-appointment as Independent Director of the Company for a second term of five years to hold office from July 28, 2020 to July 27, 2025, During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

Brief Profile of Shri Anjani Kumar Sharma:

Shri Anjani Kumar Sharma is a Chartered Accountant by profession. He comes with vast experience in finance, development, education and the power sector. He is an advisor to leading startups, corporates, foundations, government institutes, and universities. He has authored various books and papers on subjects like Taxation, CSR, laws related to FCRA and Startups.

He has a rich experience in Audit and Taxation. The clients handled vary from PSU's like BCPL, Assam electricity Board to corporates like Discovery Channel, Ebay India and startups like Paper Boat (Hector Beverages) and Vacations Labs.

He is a consultant, visiting faculty and speaker with premier educational institutions, international forums and corporates including ICAI, International Committee on Fundraising Organisations (ICFO), NJUS Kolkata, Indian Institute of Corporate Affairs (IICA), China Light & Power Company Limited (CLP) and SJVN. His client roster includes names like IIM Ahmedabad, Ashoka University, XLRI, IIT Delhi, IRMA, Educate Girls, Amnesty International, Samhita Social Ventures, ISKCON, Alliance India, Water.org, Change.org., Dr. Reddy Foundation, World Vision India, Narayana Hrudayala Hospitals to name a few.

Shri Anjani Kumar Sharma is a partner with Bhawani Sharma & Co. Chartered Accountant - a 39 year old CA Firm and SAGA Law LLP. He is a Director in SAGA -- Southern Accountability and Governance Alliance Pvt. Ltd, a premier social sector consulting company founded by Dr. Manoj Fogla. He is also a Fellow member of the Institute of Chartered Accountants of India (ICAI) and an alumnus of Mayo College, Ajmer.

He has been on the board of various corporates and charitable institutions including Tata Power Delhi, BSES Yamuna, BSES Rajdhani, Seva Sutra Private Limited, Credibility Alliance, NPO committee of ICAI etc.

The details of Shri Anjani Kumar Sharma are given in **Annexure "B"**.

Except Shri Anjani Kumar Sharma, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 19.13 of the Notice.

The Board recommends the Resolution for approval of the members as a **Special Resolution**.

Item 19.14

Shri Prem R. Kumar was appointed as Chief Executive Officer and designated as "Manager" under Section 2(53) of the Companies Act, 2013 for a period of two years effective from February 1, 2018 by the Board of Directors in their meeting held on November 09, 2017 and by the Shareholders at their Annual General Meeting held on September 27, 2018 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.

During his tenure as CEO, Shri Prem R. Kumar confidently met all the challenges even during the peak summers of Delhi because of his experience with the company, his administrative abilities and his proactive approach. Under his able leadership the Company has been able to satisfy all the stakeholders such as DERC, Delhi Government, DPCL, Power ministry etc.

Also, under his able leadership, the Company has been successfully dealing with the unprecedented crises arisen due to COVID-19 pandemic where the company has ensured 24/7 reliable and quality supply to its consumers.

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 33 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, 2020 as approved by the Board of Directors in meeting held on January 29, 2020.

Shri Prem R. Kumar was reappointed 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, 2020 as approved by the Board of Directors in meeting held on January 29, 2020 and accordingly an agreement was signed between the Company and Shri Prem R. Kumar covering the terms of appointment including remuneration & other benefits. A copy of the agreement is available for inspection of the members electronically as per manner set put in Notes no. 4 to the Notice.



Except Shri Prem R. Kumar, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 19.14 of the Notice.

The Board recommends the Resolution for approval of the members as an **Ordinary Resolution**.

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

A handwritten signature in blue ink, appearing to read 'Suresh Kumar Agarwal', written over a faint circular stamp.

Suresh Kumar Agarwal
Company Secretary

Date : September 23, 2020
Place : New Delhi

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 19TH ANNUAL GENERAL MEETING

S. No	Particulars	Shri Punit Narendra Garg (Re-Appointment)	Shri Angarai Natarajan Sethuraman (Appointment)	Shri Partha Pratim Sarma (Appointment)	Shri Jasmine Shah (Appointment)	Shri Jagjeet Singh Deswal (Appointment)	Shri Naveen ND Gupta (Appointment)	
1.	DIN	00004407	01098398	08245533	08621290	07386612	00271748	
2.	Date of Birth	26.01.1965	15.04.1952	13.06.1971	27.04.1981	05.07.1968	08.11.1972	
3.	Date of appointment on the Board	10.04.2019	24.10.2019	15.11.2019	27.11.2019	27.11.2019	27.11.2019	
4.	Qualifications	Engineer	Bachelor Degree in Economics	Engineering Degree in Computer Science MBA in Finance	B.Tech. and M.Tech. degree in Mechanical Engineering from IIT Madras MPA degree from School of International, Public Affairs at Columbia University, New York	Science Graduate with MBA and Masters of Information Systems Management MISM	Fellow Chartered Accountant (FCA)	
5.	Experience	Having rich experience of over 33 years in telecom and IT sectors. He is associated with Reliance Infrastructure Group (Reliance Group) over the past 18 years and has held various senior leadership positions including as CEO of Global Enterprise Business. He has led the Reliance Group in various acquisitions including FLAG Telecom, VANCO, YIPES and successfully integrated these businesses.	He is Group President of Reliance Group, founded in 2006. He has varied experience in the field of major growth sectors of the Indian economy, including communications, generation, transmission and distribution of renewable and non-renewable sources of energy, infrastructure, roads, metro rail systems, cement, financial services, education, health care, and media and entertainment. During his 27 years with the Reliance Group he has been actively associated with all Greenfield projects including the 4000 MW Ultra Mega Power Project just commissioned at Sasan, Madhya Pradesh.	He is a President of Corporate Development of Reliance Group. He was served as Vice President and Chief Operating Officer (COO) of KB Life, Korea and Head of ING Retirement Services & Executive Director in ING Korea. He has also worked across Europe, US and India in consulting and business roles for leading organizations like ING, SAP. Also gained experience in working with various governments, industry forums, multi-laterals and development agencies. He was elected as Co-Chairman at European Chamber of Commerce in Korea (EUCCK) and is a founding board member of Indian Chamber of Commerce in Korea (ICCK).	He is holding the position of Vice-Chairman of Dialogue and Development Commission, Govt. of NCT of Delhi since November, 2018. He has wide experience working on urban governance and policy issues and has been advising the Government of NCT of Delhi since 2016 on education budget transparency and transport policy reforms. He has also worked on several crucial transport reforms of the Delhi government such as the Electric Vehicle Policy, Common Mobility Card, bus route rationalization and last mile connectivity initiative, large-scale induction of electric buses, among other projects.	He is holding the position of Vice-Chairman of Dialogue and Development Commission, Govt. of NCT of Delhi since November, 2018. He has wide experience working on urban governance and policy issues and has been advising the Government of NCT of Delhi since 2016 on education budget transparency and transport policy reforms. He has also worked on several crucial transport reforms of the Delhi government such as the Electric Vehicle Policy, Common Mobility Card, bus route rationalization and last mile connectivity initiative, large-scale induction of electric buses, among other projects.	He is an Ex-Indian Police Service officer has served the Govt. NCT of Delhi, Government of India and the Union Territory of Daman & Diu in several capacities. He has rich experience in Investigations, Law & Order and functioning of large and important organizations. He also served as Private Secretary to Minister for External Affairs and Overseas Indian Affairs, Govt. of India in the rank of Director, Government of India. Having completed over 22 years of service with the Government of India.	He has about 25 years of experience in auditing, corporate laws, banking & finance. He was President of ICAI in 2018-19. Currently he is a partner in Dass Gupta & Associates, Chartered Accountants. He has also worked as member in various Government & Regulatory Bodies and in International Bodies. Also, he was a Director in Public Interest Entities, Chairman of various Technical/Regulatory Committee of ICAI, and Author, Faculty & Speaker in ICAI. He was also a Central Statutory Auditor of Public Sector Banks such as Allahabad Bank Ltd. and UCO Bank Ltd. and various Public Sector Undertakings.

6.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	Non Executive Director	Non Executive Director	Non Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director
7.	Shareholding in the Company.	Nil	Nil	Nil	Nil	Nil	Nil
8.	Relationships with the Other Directors, Manager and other KMP(s).	None	None	None	None	None	None
9.	No. of Board Meetings attended during the financial year 2019-20 and other Directorships.	No. of Board Meeting attended: Four Directorships 1. Reliance Communications Limited 2. Reliance Infrastructure Limited 3. BSES Rajdhani Power Limited 4. Reliance Data Exchange Private Limited	No. of Board Meeting attended: Two Directorships 1. Reliance Capital Limited 2. BSES Rajdhani Power Limited 3. Solaris Consultants Private Limited 4. Galaxy Multiventures and Trading Private Limited	No. of Board Meeting attended: One Directorships 1. Reliance Defence Systems Private Limited 2. BSES Rajdhani Power Limited 3. Reliance Defence Limited 4. Reliance Helicopters Limited 5. Reliance Land Systems Limited 6. Reliance Armaments Limited 7. Reliance Ammunition Limited	No. of Board Meeting attended: One Directorships 1. Tata Power Delhi Distribution Limited 2. BSES Rajdhani Power Limited	No. of Board Meeting attended: One Directorships 1. Saare Services Private Limited 2. Jackson Engineers Limited 3. Jackson Limited	No. of Board Meeting attended: One Directorships 1. SMC Global Securities Limited 2. BSES Rajdhani Power Limited 3. Tata Power Delhi Distribution Limited 4. Four Plus Security Services Private Limited

DETAILS OF INDEPENDENT DIRECTOR SEEKING RE-APPOINTMENT AT THE 19th ANNUAL GENERAL MEETING

S. No	Particulars	Shri Surinder Singh Kohli	Ms. Ryna Zaiwalla Karani	Shri Ajit Keshav Ranade	Shri Anjani Kumar Sharma
1.	DIN	00169907	00116930	00918651	01180722
2.	Date of Birth	10.04.1945	09.09.1967	24.04.1961	22.10.1981
3.	Date of appointment on the Board	28.07.2015	28.07.2015	28.07.2015	28.07.2015
4.	Qualifications	B.Sc. (Mechanical Engineering), Diploma in Industrial Finance	B.A. (University of Bombay) - 1991 LLB.(University of Bombay) - 1994	PhD in Economics from Brown University B.Tech -Electrical Engineering from IIT, Bombay	CA
5.	Experience	45 years long experience with bankers and in the field of Finance.	Wide legal experience across a variety of Industries.	Wide business experience across a variety.	Business experience with various Industries.
6.	Terms and Conditions of reappointment along with details of remuneration and last drawn remuneration, if applicable.	Non-Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director
7.	Shareholding in the Company.	Nil	Nil	Nil	Nil
8.	Relationships with the Other Directors, Manager and other KMP(s).	None	None	None	None
9.	No. of Board Meetings attended during the financial year 2019-20 and other Directorships.	No. of Board Meeting attended: Four Directorships 1. Asian Hotels (West) Limited 2. Seamec Limited 3. Reliance Infrastructure Limited 4. ACB (India) Limited 5. BSES Yamuna Power Limited 6. BSES Rajdhani Power Limited 7. S V Creditline Limited 8. Indian Technocrat Limited 9. Alp Overseas Private Limited	No. of Board Meeting attended: Two Directorships 1. Ineos Styrolution India Limited 2. Reliance Communications Limited 3. Prime Urban Development India Limited 4. Reliance Infrastructure Limited 5. BSES Yamuna Power Limited 6. BSES Rajdhani Power Limited 7. Mumbai Metro One Private Limited. 8. Addivant India Private Limited	No. of Board Meeting attended: Three Directorships 1. Axar Digital Services Private Limited 2. Delhi Power Company Limited 3. Delhi Transco Limited 4. BSES Yamuna Power Limited 5. BSES Rajdhani Power Limited 6. Aditya Birla Health Insurance Co. Limited 7. India International Exchange (IFSC) Limited 8. Indian Institute Of Banking And Finance	No. of Board Meeting attended: Four Directorships 1. BSES Yamuna Power Limited 2. BSES Rajdhani Power Limited 3. Capital Merchants Private Limited 4. Southern Accountability And Governance alliance Private Limited 5. Seva Sutra Private Limited