



**BHILWARA ENERGY LIMITED**

**CIN : U31101DL2006PLC148862**

**Registered office :** Bhilwara Bhawan, 40-41, Community Centre,  
New Friends Colony, New Delhi-110025

**Corporate office :** Bhilwara Towers, A-12, Sector-1,  
Noida-201301 (U.P.),

Phone: 0120-4390300 (EPBAX), Fax: 0120-2536268

E-mail: ravi.gupta@lnjbhilwara.com, Website: bhilwaraenergy.com

**NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 12<sup>th</sup> Annual General Meeting of the Members of M/s Bhilwara Energy Limited will be held on Friday, 28<sup>th</sup> September, 2018 at 03:00 P.M. at S-466, GK –II, New Delhi- 110048 to consider inter-alia the following businesses.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the audited financial statement for the financial year ended 31<sup>st</sup> March 2018, the Report of the Board of Directors and the Auditors thereon.
  - b) the audited consolidated financial statement for the financial year ended 31<sup>st</sup> March 2018, and the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Jhunhunwala (DIN-00060972), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

**By Order of the Board of Directors  
For Bhilwara Energy Limited**

**Place : Noida (U.P.)**

**Date : 27<sup>th</sup> August, 2018**

**Registered Office**

Bhilwara Bhawan, 40-41, Community Centre,  
New Friends Colony, New Delhi-110025

**(Ravi Gupta)  
Company Secretary  
M.No.-FCS-5731**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A person holding more than ten percent of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 7-days in advance so as to enable the Company to keep the desired information ready.
4. Disclosure as required under the Secretarial Standard – 2 on General Meeting is annexed as Annexure-1 to this Notice of Annual General Meeting.
5. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send to the company, a duly certified Board Resolution authorizing the said representative(s) to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The relevant documents accompanying the Notice are open for inspection to the members at the registered office of the Company during the normal business hours of the Company up to the date of the meeting.
8. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
9. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
10. The Notice and Annual report of the Company shall be available on the website of the Company [www.bhilwaraenergy.com](http://www.bhilwaraenergy.com).
11. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
12. Route–map to the venue of the Meeting is provided at the end of the Notice of AGM.

**ANNEXURE -1 TO THE NOTICE OF ANNUAL GENERAL MEETING**

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment and/or fixation of remuneration of Directors is given hereunder:

S. No.	Name of Director	Mr. Ravi Jhunjhunwala
1.	Category	Chairman, Promoter, Non-Executive Director
2.	DIN	00060972
3.	Date of Birth	28-10-1955
4.	Age	62 Years
5.	Date of First Appointment on Board	03-06-10
6.	Qualification	B.Com (Hons.), MBA
7.	Experience	37 Years
8.	Expertise in Specific Functional Areas	Mr. Ravi Jhunjhunwala is an Industrialist with diversified Business Experience. He is the Chairman of LNJ Bhilwara Group - a diversified Conglomerate with interests in Textiles, Graphite, Electrodes, Power & IT enabled Services.
9.	List of other Companies in which Directorship held	
9.1	List of Public Companies in which directorship Held	HEG Limited
		RSWM Ltd.
		Maral Overseas Ltd.
		Malana Power Company Limited
		AD Hydro Power Limited
		BSL Ltd.
		India Glycols Ltd.
		JK Lakshmi Cement Ltd.

9.2	List of Private Companies in which Directorship Held	BMD Pvt Ltd
		RLJ Family Trusteeship Private Limited
		SKLNJ Family Trustee Private Limited
		RANDR Trustee Private Limited
		RRJ Family Trustee Private Limited
9.3	Others	Riju Advisory and Consulting LLP
		RJ Family Consulting and Advisory LLP
		RR Family Advisory and Consulting LLP
		Proficio and Smart Consulting LLP
10.	Chairman/ Member of Committees of Board of Directors of Company	Nomination and Remuneration Committee- Member
11.	Chairman/Member of Committees of Board of Directors of other Company	
11(i)	Audit Committee	JK Lakshmi Cement Ltd.-Member
		AD Hydro Power Ltd.-Chairman
		India Glycols Ltd.-Member
11(ii)	Nomination & Remuneration Committee (NRC)	AD Hydro Power Limited- Chairman
		JK Lakshmi Cement Limited- Member
		India Glycols Ltd.- Member
11(iii)	Stakeholder Relationship Committee	HEG Ltd.– Member
		BSL Ltd.– Member
11(iv)	Risk Management Committee	India Glycols Limited-Member
12	No. of Equity Share held in the Company	8,287,966

13	No. of Board Meetings attended during the year	04/04
14	Terms and Conditions of appointment/reappointment along with remuneration sought to be paid	Non-Executive Director liable to retire by rotation, with no remuneration & commission.
15	The Remuneration last drawn	NIL
16	Relationship with other directors, Manager and Key Managerial Personnel	Shri Ravi Jhunjunwala is Father of Shri Riju Jhunjunwala and Shri Rishabh Jhunjunwala, Managing Directors of the Company.



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**ATTENDANCE SLIP**

**Folio / DP ID/Client ID No.** \_\_\_\_\_ **No. of Shares held** \_\_\_\_\_

Full Name of Shareholder \_\_\_\_\_

Full Name of Proxy / Representative \_\_\_\_\_

I hereby record my presence at the 12<sup>th</sup> Annual General Meeting of the Company held on Friday, 28<sup>th</sup> September, 2018 at 03:00 P.M. at S-466, GK –II, New Delhi- 110048.

Signature of shareholder / proxy / representative \_\_\_\_\_

Note: Please fill in this attendance slip and hand it over at the venue.

\* Strike out whichever is not applicable.



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**PROXY FORM**

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

Name of the member (s) :

Registered address :

E-mail Id :

Folio No / Client Id :

DP ID :

I/We, being the member (s) of ..... shares 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 :..... , or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company held on Friday, 28<sup>th</sup> September, 2018 at 03:00 P.M. at S-466, GK –II, New Delhi- 110048 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:

Resolution Number	Resolution	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt: a) the audited financial statement as at 31st March 2018, the Report of the Board of Directors and the Auditors thereon. b) the audited consolidated financial statement as at 31st March 2018, and the Reports of the Auditors thereon.		
2.	To appoint a Director in the place of Mr. Ravi Jhunhunwala (DIN-00060972), who retires by rotation and being eligible offers himself for re-appointment.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Revenue Stamp
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**Notes :**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
2. \*\* It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 12<sup>th</sup> Annual General Meeting.



**ROUTE MAP FROM NEW DELHI RAILWAY STATION TO THE S-466, GK –II,  
NEW DELHI- 110048**

