



BG WIND POWER LIMITED

CIN : U40300DL2014PLC272660

Regd. Office: Bhilwara Bhawan, 40-41, Community Centre,
New Friends Colony, New Delhi- 110025

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P),
Phone: 0120-4390300 (EPBAX), Fax: 0120-2536268

Email: srishti.saxena@lnjbhilwara.com, Website: www.bhilwaraenergy.com

NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Fifth (5th) Annual General Meeting of the Members of the Company will be held on Friday, 27th September, 2019 at 12 Noon at the S-466, GK –II, New Delhi- 110048 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement as at 31st March 2019 for the Company, the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr. Om Prakash Ajmera (DIN: 00322834), who retires by rotation at this Annual General Meeting and being eligible offers themselves for re-appointment
3. To appoint a Director in the place of Mr. Vimal Banka (DIN: 00322532), who retires by rotation at this Annual General Meeting and being eligible offers themselves for re-appointment

SPECIAL BUSINESS

4. **RE-APPOINTMENT OF MS. NIHARIKA BINDRA (DIN: 07183905) AS AN INDEPENDENT DIRECTOR FOR 2ND TERM FROM 28TH MAY, 2020 TO 27TH MAY 2025.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), read with Schedule IV of the Act, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the re-appointment of Ms. Niharika Bindra (DIN:07183905), whose current office as an Independent Director is expiring on 27th May, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for 2nd term in term of the Companies Act, 2013 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 the office of Director, as an Independent Director of the Company, and whose office shall not be subject to retirement by rotation and to hold office for second term of 5 (five) consecutive years with effect from 28th May, 2020 to 27th May 2025.”

“**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, if required in this regard.”

Place: Noida (U.P.)
Date: 30.08.2019

By Order of the Board,
For BG Wind Power Limited

Registered Office

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

Srishti Saxena
M. No. A-40576
Company Secretary

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.
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 5TH 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	Sh. Om Prakash Ajmera	Sh. Vimal Banka	Ms. Niharika Bindra
1	DIN	00322834	00322532	07183905
2	Category of Directorship	Non Executive Director	Non Executive Director	Independent Director
3	Date of Birth	22-09-61	01.01.1951	03.02.1985
4	Age	57 Years	68 years	34 Years
5	Date of Appointment on Board	27-10-14	27-10-14	28-05-15
6	Qualification	FCA, ACS	FCA	Graduated from Lawrence School Sanawar. Bachelor in Business administration (BBA) from the Indian Institute Of Planning And Management
7	Expertise in Specific Functional Areas	He is a qualified Chartered Accountant and Company Secretary having a rich and a diversified experience of 32 years leading the power sector of the Company.	He is a qualified Chartered Accountant having a rich and a diversified experience of 40 years.	Ms. Niharika Bindra is Graduated from Lawrence School Sanawar. She is a holder of Bachelors' Degree in Business Administration (BBA) from the Indian Institute of Planning and Management.
8	List of other Public Limited/ Private/Others Companies in which Directorship held			
8	Public Companies	NJC Hydro Power Limited	Nivedan Vanijya Niyojan Limited	Bhilwara Energy Limited
		Chango Yangthang Hydro Power Limited	Indo Canadian Consultancy Services Limited	Chango Yangthang Hydro Power Limited

		LNJ Financial Services Limited	Bharat Investment Growth Limited	NJC Hydro Power Limited
		Indo Canadian Consultancy Services Limited	Raghav Commercial Ltd.	-
		-	Giltedged Industrial Securities Limited	-
			Inter Globe Capital Market Limited	-
			Inter Globe Infralog Limited	-
		-	Investors India Limited	-
8.2	Private Companies	Odetta Realty Private Ltd.	AKJ Apparels Private Limited	-
		-	Aadi Marketing Company Private Limited	-
		-	LNJ Realty Private Limited	-
		-	Bhilwara Services Private Limited	-
		-	LNJ Skills & Rozgar Private Limited	-
		-	LNJ Institute of Skills & Technology Private Limited	-
			VRB Financial Services Limited	
		-	Vikram Properties and Merchandise Private Limited	-
8.3	Others	Balephi Jalbidyut Private Ltd. Nepal	LNJ Graphite Advisory LLP-Body Corporate DP Nominee	-
		-	LNJ Spark Advisory LLP- Body Corporate DP Nominee	-

			LNJ Textiles Advisory LLP- Body Corporate DP Nominee	
		-	VB HUF- Karta	-
9	Chairman/Member of Committees of Board of Directors of Company	Nomination & Remuneration Committee- Chairman, Member	-	Nomination & Remuneration Committee- Member
		Audit Committee- Chairman, Member	-	Audit Committee- Member
10	Chairman/Member of Committees of Board of Directors of other Company			
11	Audit Committee	NJC Hydro Power Limited- Chairman	-	Bhilwara Energy Limited- Member
		Chango Yangthang Hydro Power Limited-Chairman	-	Chango Yangthang Hydro Power Limited - Member
		-	-	NJC Hydro Power Limited-Member
12	Stakeholder Relationship Committee	-	-	-
13	Nomination & Remuneration Committee	NJC Hydro Power Limited- Chairman	-	Bhilwara Energy Limited- Member
		Chango Yangthang Hydro Power Limited-Chairman	-	Chango Yangthang Hydro Power Limited - Member
		-	-	NJC Hydro Power Limited-Member
14	No. of Equity Share held in the Company	0	0	0
15	No. of Board Meetings attended during the year	7(Seven) out of 7(Seven)	7(Seven) out of 7(Seven)	1(One) out of 7(Seven)

16	Terms and Conditions of appointment/reappointment along with remuneration sought to be paid	Non Executive Director liable to retire by rotation with No Remuneration	Non Executive Director liable to retire by rotation with No Remuneration	Independent Director not liable to retire by rotation, with no remuneration & commission except sitting fees.
17	The Remuneration last drawn	NIL	NIL	Rs. 50,000/- (Sitting Fees)
18	Relationship with other directors, Manager and Key Managerial Personnel	No Relationship with other directors, Manager and Key Managerial Personnel	No Relationship with other directors, Manager and Key Managerial Personnel	No Relationship with other directors, Manager and Key Managerial Personnel
19	Justification for choosing the Independent Directors	N.A	N.A	As per explanatory Statement forming part of Notice of AGM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Pursuant to section 102 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned under Item no. 4 of this Notice of this Annual General Meeting.

ITEM NO. 4

Members may note that pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Ms. Niharika Bindra (DIN-07183905) who was appointed as an Independent Director on the Board of the Company for 1st term of 5 years from 28th May, 2015 to 27th May, 2020. Her term as an Independent Director is expiring on 27th May, 2020.

Ms. Nihairka Bindra is a Graduate from Lawrence School Sanawar. She is a holder of Bachelors' Degree in Business Administration (BBA) from the Indian Institute of Planning and Management.

The Nomination and Remuneration Committee, has recommended the reappointment of Ms. Niharika Bindra (DIN-07183905) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from 28th May, 2020 to 27th May, 2025.

In the opinion of the Board, Ms. Niharika Bindra (DIN-07183905) fulfils the conditions for appointment as an Independent Directors as specified in the Act. Ms. Niharika Bindra is independent of the management.

Accordingly, it is proposed to re-appoint Ms. Niharika Bindra (DIN-07183905) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 28th May, 2020 to 27th May, 2025.

Section 149 of the Act inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report.

Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Ms. Niharika Bindra (DIN-07183905) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices

in writing from a member under Section 160 of the Act proposing the candidature of Niharika Bindra for the office of Independent Director of the Company.

The Company has also received declaration from Ms. Niharika Bindra (DIN-07183905) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

Copy of draft letter of appointment of Ms. Niharika Bindra (DIN-07183905) setting out the terms and conditions of appointment is available for inspection by the members at the registered office and corporate office of the Company.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

Except Ms. Niharika Bindra, none of the Directors/ Key Managerial Personnel or their Relatives is in any way interested or concerned in the resolution



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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 Fifth (5th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 12 Noon at the S-466, GK –II, New Delhi- 110048 and / or at any adjournment thereof.

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 Fifth (5th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 12 Noon at the 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:

Resolutions Numbers	Resolutions	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited financial statement as at 31 st March 2019 for the Company, the Report of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in the place of Mr. Om Prakash Ajmera (DIN: 00322834), who retires by rotation at this Annual General Meeting and being eligible offers themselves for re-appointment.		
3.	To appoint a Director in the place of Mr. Vimal Banka (DIN: 00322532), who retires by rotation at this Annual General Meeting and being eligible offers themselves for re-appointment		
4.	Re-appointment of Ms. Niharika Bindra (DIN: 07183905) as an Independent Director for 2 nd term from 28 th May, 2020 upto 27 th May, 2025.		

Affix
Revenue
Stamp

Signed this ____ day of _____, 2019

Signature of Shareholders-----

Signature of Proxy holder(s) -----

Notes :

The proxy Form 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.

** It is optional to indicate your preference . If you leave the ‘for’ or ‘against’ column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 5th Annual General Meeting.

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

