

BG WIND POWER LIMITED

CIN : U40300DL2014PLC272660

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: vilakshna.pandit@lnjbhilwara.com, Website : www.bhilwaraenergy.com

NOTICE OF 4th ANNUAL GENERAL MEETING

NOTICE is hereby given that Fourth (4th) Annual General Meeting of the Members of the Company will be held on Friday, 28th September, 2018 at 12:00 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 of the Company as at 31st March, 2018 and the Report Board of Directors and Statutory Auditors thereon.
2. To appoint a director in place of Mr. Vimal Banka (DIN: 00322532) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment thereof.
3. To appoint a director in place of Mr. Rishabh Jhunjhunwala (DIN: 03104458) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment thereof.

Place: Noida (U.P.)

Date: 31st August, 2018

Registered Office

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

**By Order of the Board,
For BG Wind Power Limited**

**Vilakshna Pandit
(Company Secretary)
M.No. 30151**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 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. A Proxy form is attached to the notice.
4. 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.
5. The relevant documents accompanying the Notice are open for inspection to the members at the Venue of the meeting of the Company during the normal business hours of the Company upto the date of the meeting.
6. 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.
7. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
8. Members who hold shares in dematerialised 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.
9. The Notice and Annual Report of the Company will also be available on the Website of the Holding Company www.bhilwaraenergy.com.
10. Route-map to the venue of the Meeting is provided at the end of the Notice of AGM.
11. Disclosure as required under Secretarial Standards (SS-2)- on General Meetings is annexed with the Notice of Annual General Meeting.

ANNEXURE -1 TO THE NOTICE OF 4th 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. Rishabh Jhunjhunwala	Sh. Vimal Banka
1.	DIN	03104458	00322532
2.	Category	Non-Executive Director	Non-Executive Director
3.	Date of Birth	16-08-83	01.01.1951
4.	Age	35 Years	66 years
5.	Date of Appointment on Board	27.10.2014	27.10.2014
6	Qualification	(i) Bachelor of Computer Science in Engineering and Bachelor of Science in Philosophy from University of Michigan. ii) Master of Science in Mathematics and Foundations of Computer Science from University of Oxford, Merton College.	CA
7	Experience	8 Years	38 Years
8	Expertise in Specific Functional Areas	He has rich experience of Power Sector. He is the Managing Director Bhilwara Energy Limited since August, 2010.	He has rich experience of 38 years in Finance and Tax Planning.
9	List of other Public Limited/ Private/Others Companies in which Directorship held		
	Public Companies	Bhilwara Energy Limited	Nivedan Vanijya Niyojan Limited
		NJC Hydro Power Limited	BG Wind Power Limited
		Chango Yangthang Hydro Power Limited	Bharat Investment Growth Limited
		Bhilwara Infotechnology Limited	Raghav Commercial Ltd.
			Giltedged Industrial Securities Limited
			Investors India Limited
			Inter Globe Capital Market Limited
			Inter Globe Infralog Limited
	Private Companies		VRB Financial Services Limited
		Odetta Realty Private Ltd.	AKJ Apparels Private Limited
		LNJ Realty Private Limited	Aadi Marketing Company Private Limited
		Kings Sports League Private Limited	LNJ Realty Private Limited
			Bhilwara Services Private Limited
			LNJ Skills & Rozgar Private Limited
			LNJ Institute of Skills & Technology Private Limited
		Vikram Properties and Merchandise Private Limited	

	Others	Balephi Jalbidyut Private Ltd. Nepal	LNJ Graphite Advisory LLP- Designated Partner
		RR Family Advisory and Consulting LLP- Designated Partner	LNJ Spark Advisory LLP- Designated Partner
			LNJ Textiles Advisory LLP- Designated Partner
10	Chairman/Member of Committees of Board of Directors of Company	Nomination and Remuneration Committee	None /N.A.
11	Chairman/Member of Committees of Board of Directors of other Company		
12	Audit Committee	-	Nivedan Vanijya Niyojan Limited
13	Stakeholders' Relationship Committee	-	-
14	Nomination & Remuneration Committee	-	-
15	No. of Equity Share held in the Company	One Equity Share (Beneficial Interest is with Bhilwara Energy Limited)	None
16	No. of Board Meetings attended during the year	7 (Six) out of 11 (Eleven)	11 (Eleven) out of 11 (Eleven)
17	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
18	The Remuneration last drawn	NIL	NIL
19	Relationship with other directors, Manager and Key Managerial Personnel	None	None

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ATTENDANCE SLIP

Folio No/Client ID No. of Share(s) held.....

Name and address of the Shareholders :.....

Full Name of Proxy/ Representative.....

DP ID*

I hereby record my presence at the 4th Annual General Meeting of the Company to be held on Friday,
28th September, 2018 at 12:00 Noon at the S-466, GK –II, New Delhi- 110048.

Signature of the Shareholder/Proxy/Representative**

Notes:

1. Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.

** 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 4th Annual General Meeting of the Company held on Friday, 28th September, 2018 at 12:00 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 of the Company as at 31 st March, 2018 and the Report Board of Directors and Statutory Auditors thereon.		
2.	To appoint a director in place of Mr. Vimal Banka (DIN: 00322532) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment thereof.		
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Signed this ____ day of _____, 2018

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 4rd Annual General Meeting.

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

