

CHANGO YANGTHANG HYDRO POWER LIMITED

CIN : U40101HP2011PLC031772

Registered office: Sewati Niwas, Near Hanuman Mandir, Khalini,
Khalini Chowk, Mist Chamber Upper Khalini, Khalini, Shimla,
Himachal Pradesh-171002

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:** www.bhilwaraenergy.com

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth (8th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 10:00 AM at Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.) 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. Rishabh Jhunjhunwala (DIN: 03104458), 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. Om Prakash Ajmera (DIN: 00322834), who retires by rotation at this Annual General Meeting and being eligible offers themselves for re-appointment.
4. **TO RE-APPOINT M/S DOOGAR AND ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO.0005619N) AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and also pursuant to the recommendation of the Audit Committee/Board of Directors, M/s Doogar and Associates, Chartered Accountants (Firm Registration No. 000561N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of two years from the conclusion of this, the 8th Annual General Meeting (AGM) till the conclusion of the 10th AGM of the Company to be held in the calendar year 2021 to examine and audit the accounts of the Company, on such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be mutually agreed upon between the Board of Directors of the Company on the recommendation of the Audit Committee and the Auditors.”

SPECIAL BUSINESS

5. **RE-APPOINTMENT OF MS. NIHARIKA BINDRA (DIN: 07183905) AS AN INDEPENDENT DIRECTOR FOR 2ND TERM FROM 30TH JUNE, 2020 UPTO 29TH JUNE, 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 29th June 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 30th June 2020 to 29th June 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.”

**By order of the Board
For Chango Yangthang Hydro Power Ltd**

Place: Noida (U.P.)
Date: 30th August, 2019

Om Prakash Ajmera
Director
DIN: 00322834

Registered office:
Sewati Niwas, Near Hanuman Mandir, Khalini,
Khalini Chowk, Mist Chamber Upper Khalini,
Khalini, Shimla,
Himachal Pradesh-171002

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.
13. The Company with the approval of members is convening the AGM at the Corporate Office of the Company instead of Registered Office.

ANNEXURE-1

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	Shri Rishabh Jhunjunwala	Sh. Om Prakash Ajmera	Ms. Niharika Bindra
1	DIN	03104458	00322834	07183905
2	Category of Directorship	Non Executive Director	Non Executive Director	Independent Director
3	Date of Birth	16-08-83	22-09-61	03.02.1985
4	Age	35 Years	57 Years	34 Years
5	Date of Appointment on Board	12-10-11	12-10-11	30-06-15
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.	FCA, ACS	Graduated from Lawrence School Sanawar. Bachelor in Business administration (BBA) from the Indian Institute Of Planning And Management
7	Expertise in Specific Functional Areas	Mr. Rishabh Jhunjunwala has rich experience of Power Sector. He is the Managing Director Bhilwara Energy Limited since August, 2010.	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.	Ms. Nihairka 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	Bhilwara Energy Limited	NJC Hydro Power Limited	Bhilwara Energy Limited
		NJC Hydro Power Limited	BG Wind Power Limited	NJC Hydro Power Limited
		BG Wind Power Limited	LNJ Financial Services Limited	BG Wind Power Limited

		Bhilwara Infotechnology Limited	Indo Canadian Consultancy Services Limited	-
		Indo Canadian Consultancy Services Limited	-	-
		-	-	-
8.2	Private Companies	Odetta Realty Private Ltd.	Odetta Realty Private Ltd.	-
		LNJ Realty Private Limited	-	-
		Kings Sports League Private Limited	-	-
8.3	Others	Balephi Jalbidyut Private Ltd. Nepal	Balephi Jalbidyut Private Ltd. Nepal	-
		RR Family Advisory and Consulting LLP- Designated Partner	-	-
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
		-	BG Wind Power Limited-Chariman	BG Wind Power Limited - Member
		-	-	NJC Hydro Power Limited- Member
12	Stakeholder Relationship Committee	-	-	-
		-	-	-
13	Nomination & Remuneration Committee	BG Wind Power Limited- Member	NJC Hydro Power Limited- Chairman	Bhilwara Energy Limited- Member

		-	BG Wind Power Limited-Chairman	BG Wind Power Limited-Chairman
		-	-	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)	7(Seven) 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.
17	The Remuneration last drawn	NIL	NIL	NIL
18	Relationship with other directors, Manager and Key Managerial Personnel	Shri Rishabh Jhunjunwala is brother of Shri Riju Jhunjunwala	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

ADDITIONAL INFORMATION-FOR ITEM NO. 4

As per the provisions of Section 139 of the Companies Act, 2013 M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N) will complete their term as Statutory Auditors of the Company and will hold the office till the conclusion of the ensuing Annual General Meeting. The Audit Committee and the Board of Directors has recommended the re-appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N) as the Statutory Auditors of the Company for a period of next two years from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting to be held in the year 2021. The Company has received the consent and declaration from M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N) stating that they are not disqualified from acting as statutory auditors. The resolution is placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid resolution.

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. 5 of this Notice of this Annual General Meeting.

ITEM NO. 5

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 30th June, 2015 to 29th June, 2020. Her term as an Independent Director is expiring on 29th June, 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 30th June, 2020 to 29th June, 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 30th June, 2020 to 29th June, 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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CIN : U40101HP2011PLC031772

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

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 Eighth (8th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 10:00 AM at Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.) 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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CIN : U40101HP2011PLC031772

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

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

PROXY FORM

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

<p>Name of the member (s) :</p> <p>Registered address :</p> <p>E-mail Id :</p> <p>Folio No / Client Id :</p> <p>DP ID :</p>
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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 Eighth (8th) Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2019 at 10:00 AM at Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.) and / or 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
Ordinary Business			
1.	To receive, consider and adopt the audited financial statement for the financial year ended 31 st March 2018 and the Report of the Board of Directors and the Auditors thereon		
2.	To appoint a Director in the place of Mr. Rishabh Jhunjhunwala, (DIN: 03104458) who retires by rotation and being eligible offers themselves for re-appointment.		
3.	To appoint a Director in the place of Mr. Om Prakash Ajmera, (DIN: 00322824) who retires by rotation and being eligible offers themselves for re-appointment.		
4.	To re-appoint M/s Doogar and Associates, Chartered Accountants (Firm Registration No. 0005619N) as Statutory Auditors and to fix their remuneration.		
5.	Re-appointment of Ms. Niharika Bindra (DIN: 07183905) as an Independent Director for 2 nd term from 30 th June, 2020 upto 29 th June, 2025.		

Signed this _____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder _____

Affix Revenue Stamp

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 8th Annual General Meeting.

**ROUTE MAP FROM NEW DELHI RAILWAY STATION CORPORATE OFFICE, A-12, SECTOR-1,
BHILWARA TOWERS, NOIDA-201301(U.P.)**

