



NJC HYDRO POWER LIMITED

CIN: U40101DL2009PLC196998

Registered office: Bhilwara Bhawan, 40-41, Community Centre,
New Friends Colony New Delhi, 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:** www.bhilwaraenergy.com

NOTICE FOR CALLING EXTRA-ORDINARY GENERAL MEETING AT SHORTER NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the members of M/s NJC Hydro Power Limited Company will be held at shorter notice on Friday, 24th February, 2023 at 2:30 P.M (IST) at the registered office of the Company situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi-110025 to transact the following business(s):

SPECIAL BUSINESS:

ITEM NO.1

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass with or without modifications, the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and are hereby replaced by new set of Articles of Association of the Company with immediate effect, a draft of which is circulated alongwith the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as he 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 including filing of necessary forms with the Registrar of Companies.”

ITEM NO.2

REDUCTION OF SHARE CAPITAL OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 66 (1) of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to approval by the Hon'ble National Company Law Tribunal (hereinafter referred to as "NCLT") and subject to such other requisite approvals, consents, permissions and/or sanctions of any appropriate authority, body or institution (hereinafter collectively referred to as the "Concerned Authority") and subject to such terms and conditions, guidelines or modifications, if any, as may be prescribed, imposed, stipulated in this regard by the Hon'ble NCLT and/or Concerned Authority, from time to time, while granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which shall be deemed to include any committee of the directors constituted by the Board), the consent of the members of the Company be and is hereby accorded to reduce the issued, subscribed and paid-up equity share capital of the Company from present level of Rs. 100,00,00,000/- (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up to Rs. 5,00,000/- (Rupees Five Lacs only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up of the Company by cancellation and extinguishment of issued, subscribed and paid-up equity share capital of Rs. 99,95,00,000/- (Rupees Ninety Nine Crore Ninety Five Lacs only) to be adjusted against the debit balance of Statement of Profit and Loss Account of the Company.

RESOLVED FURTHER THAT such reduction be effected by cancelling and extinguishing 9,99,50,000 (Nine Crore Ninety Nine Lakh Fifty Thousand) fully paid-up equity shares of Rs. 10/- (Rupees Ten) each of the Company.

RESOLVED FURTHER THAT such reduction of issued, subscribed and paid-up share capital of the Company shall neither involve diminution of any liability in respect of unpaid share capital nor payment to any shareholder(s) of any paid-up share capital and the share capital of the Company so reduced shall be adjusted against the debit balance of Statement of Profit and Loss of the Company.

RESOLVED FURTHER THAT the terms and conditions of such reduction of capital may inter-alia, including the following:

- a. That upon the reduction becoming effective, 9,99,50,000 (Nine Crore Ninety Nine Lakh Fifty Thousand) fully paid-up equity shares of Rs. 10/- (Rupees Ten) each of the Company be stand cancelled and extinguished and, consequently, the paid-up equity share capital of the Company as on the effective date shall become Rs.

5,00,000/- (Rupees Five Lacs only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up.

- b. The losses of the Company reflected as the debit balance in the Statement of Profit and Loss Account, shall be written off to the extent of reduction of the share capital.
- c. The reduction of share capital shall be on proportionate basis and all the pre-reduction shareholders will remain as shareholders of the Company subsequent to such reduction.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the reduction of the share capital of the company, including but not limited to signing and filing of necessary affidavit, application/petition with Hon'ble National Company Law Tribunal or any other statutory and regulatory authority and also settling of any queries or doubt or difficulty, whatsoever that may arise, for the purpose of giving effect to such reduction, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members of the Company."

Place: Noida (U.P.)

Date: 07th February, 2023

Registered Office

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

**By order of the Board
For NJC Hydro Power Ltd**



Ravi Gupta

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



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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. The requisite consent of members for holding Extra-ordinary General Meeting at shorter Notice has been obtained.
4. Corporate Members intending to send their authorized 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. 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.
6. The relevant documents referred to in the Shorter Notice are open for inspection to the members at the registered office of the Company on all working days (except Sundays and Public holidays) during the normal business hours of the Company up to the date of the meeting. The aforesaid documents will also be available for inspection by members at the meeting.
7. 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.
8. Attendance slip, Proxy Form and the Route-map are annexed hereto. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
9. Notice for calling the Extra-Ordinary general meeting is also available on the Website of the Holding Company at www.bhilwaraenergy.com.



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

ITEM NO.1

The Company (NJC Hydro Power Limited) was incorporated on December 16, 2009 under the provisions of the Companies Act, 1956 and existing Articles of Association were based on the provisions as contained in the Companies Act, 1956.

Therefore, the adoption of new set of Articles of Association is required in order to be in align with the provision of Companies Act, 2013.

In order to adopt new set of Articles of Association, Consent of the shareholders by way of a Special Resolution is required in this regard.

The new set of Article of Association is attached herewith as **Annexure-I**.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

ITEM NO.2

As per the unaudited Financial Results as on 30th September 2022 as reviewed by the Statutory Auditors of the Company, there is an accumulated loss of Rs. 99,99,40,911/- (Rupees Ninety Nine Crore Ninety Nine Lacs Forty Thousand Nine Hundred Eleven only). In order to realign the relation between assets and share capital of the Company and to accurately and fairly reflect the assets and liabilities of the Company in its books of accounts and for better presentation of the financial position of the Company, the Board of Directors of the Company in its meeting held on 07th February, 2023 has considered and unanimously approved the reduction of issued, subscribed and paid-up equity share capital of the Company from present level of Rs. 100,00,00,000/- (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each

fully paid-up to Rs. 5,00,000/- (Rupees Five Lacs only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten) each fully paid-up of the Company by cancellation of issued, subscribed and paid-up equity share capital of Rs. 99,95,00,000/- (Rupees Ninety Nine Crore Ninety Five Lacs only) to be adjusted against the debit balance of Statement of Profit and Loss Account of the Company.

Effective Date of Reduction of Equity Share Capital

After the shareholders have passed the requisite resolution in the Extraordinary General Meeting, the Company shall file the requisite application with the Hon'ble NCLT in accordance with the provisions of Section 66 and other applicable provisions of the Act and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 seeking confirmation of the share capital reduction. Pursuant to Section 66(5) of the Companies Act, 2013, the resolution shall be effective on the date when Registrar of Companies registers the Hon'ble NCLT order approving the capital reduction and issues a certificate to that effect.

The capital reduction does not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

The capital reduction will not cause any prejudice to the creditors of the Company as there will not be any reduction in the amount payable to the respective creditors. The Company has only one unsecured Creditor, M/s Bhilwara Energy Limited which is also the holder of 100% equity share capital of the Company. The necessary consent for the proposed reduction shall be obtained from M/s Bhilwara Energy Limited (unsecured creditor) in due course.

There is no secured creditor of the Company. The Company does not have any deposit.

The capital reduction will not adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

The capital reduction will not have any adverse impact on the employees and workers of the Company in any manner and their service shall be continuous and they will continue to enjoy the same benefits as they used to before the capital reduction.

The Board of Directors of the Company considered that this resolution is in the best interest of the Company and its shareholders and therefore recommends the passing of the Special Resolution as set out in the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said Special Resolution except to the extent of their shareholding/directorship, if any.



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ATTENDANCE SLIP

Folio/Client ID No. _____ No. of Shares held _____

Full Name of Shareholder _____

Full Name of Proxy/Representative _____

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Friday, 24th February, 2023 at 2:30 P.M (IST) at the registered office of the Company situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi-110025 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 Extra-ordinary General Meeting of the Company held on Friday, 24th February, 2023 at 2:30 P.M (IST) at the registered office of the Company situated at Bhilwara Bhawan, 40-41, Community Centre, New Friends Colony, New Delhi-110025 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
Special Business			
1.	Adoption of new set of Articles of Association		
2.	Reduction of Share Capital of the Company under section 66 of the Companies Act, 2013.		

Signed this _____ day of _____ 2023

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 Extra Ordinary General Meeting.

ROUTE MAP FROM NEW DELHI RAILWAY STATION TO REGISTERED OFFICE, BHILWARA BHAWAN, 40-41, COMMUNITY CENTRE, NEW FRIENDS COLONY, NEW DELHI-110025

