

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Members of **Bhilangana Hydro Power Limited** will be held on **Monday, 30th September, 2024** at 11:00 AM at the Registered Office of the Company at Lohia Head Road, Khatima- 262308, District Udham Singh Nagar, Uttarakhand to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Report of the Auditors' and Directors' thereon and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statement of the Company for the Financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Mr. Pranay Kothari (DIN: 00004003), Director who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, approval of the members of the Company, be and is hereby accorded for re-appointment of Mr. Pranay Kothari (DIN: 00004003), as a Director, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditors for the financial year 2024-25 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- is payable to **M/s. Saurabh Mishra & Associates, Cost Accountants (Firm Registration No. 002680)**, in addition to reimbursement of actual out of pocket expenses and applicable taxes, Cost Auditor is hereby appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company pertaining to generation of power for the Financial Year 2024-25, be and is hereby approved and ratified."

4. To Appoint Mr. Dharmendra Saha (DIN:10636113) as Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with all other applicable provisions of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dharmendra Saha (DIN:10636113), who was appointed as an Additional Director in the category of an Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, and who has consented to be appointed as Independent director and is not otherwise disqualified for such appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) Consecutive years Commencing from May 24, 2024 till May 23, 2029, and that he shall not be liable to retire by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which shall be necessary to give effect to this Resolution including issue of appointment letter to Mr. Dharmendra Saha and filing of necessary e-form with jurisdictional Registrar of Companies.”

5. To Appoint Ms. Vandana Kumari (DIN:10633978) as Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with all other applicable provisions of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Vandana Kumari (DIN:10633978), who was appointed as an Additional Director in the category of an Independent Director in the Board Meeting dated 24.05.2024, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, and who has consented to be appointed as Independent director and is not otherwise disqualified for such appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) Consecutive years Commencing from May 24, 2024 till May 23, 2029, and that She shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which shall be necessary to give effect to this Resolution including issue of appointment letter to Ms. Vandana Kumari (DIN:10633978) and filing of necessary e-form with jurisdictional Registrar of Companies.”

By Order of the Board of Directors
For **Bhilangana Hydro Power Limited**

Sd/-

Place: Noida

Amit Kumar

Date: 04.09.2024

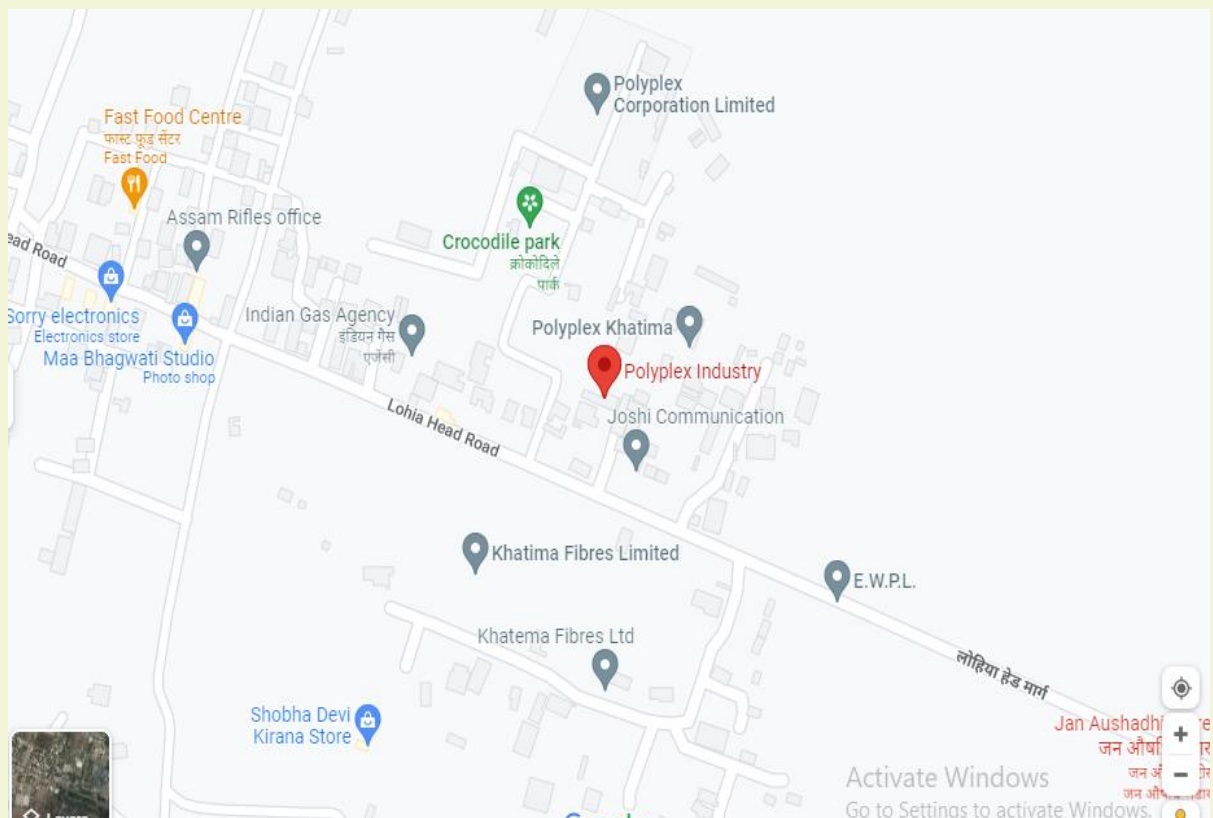
Company Secretary

ACS: 43654

Address: B 403, Krishna Apra Sapphire,
1/1 Vaibhav Khand, Indirapuram,
Ghaziabad-201014, Uttar Pradesh

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b) Proxies in order to be effective should be lodged with the company at its registered office, at least 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- d) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- e) The Explanatory Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
- f) Members / Proxies attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
- g) **ROUTE MAP TO THE VENUE OF THE 18TH ANNUAL GENERAL MEETING ON MONDAY, 30TH SEPTEMBER 2024 AT 11:00 A.M.**



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice.

ITEM NO. 3

Ratification of the remuneration of the Cost Auditor for the Financial Year 2024-25

The Board of Directors on the recommendation of Audit Committee has approved the re-appointment of M/s Saurabh Mishra & Associates, Cost Accountants (FRN: 002680), as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2024-25 at their meeting held on May 24, 2024.

As provided in Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

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

Accordingly, your directors recommend this resolution for the approval of the Members by way of Ordinary Resolution.

ITEM NO.4:

Appointment of Mr. Dharmendra Saha (DIN:10636113) as Independent Director.

Mr. Dharmendra Saha (DIN:10636113), was appointed as an Additional Director in the category of an Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company in the Board Meeting dated May 24, 2024.

In the opinion of the Board, Mr. Dharmendra Saha (DIN:10636113) fulfils the conditions of independence specified in the Act, the Rules made thereunder. Further, the Board noted that his skills, background and experience are aligned to the role and responsibilities of the Company.

Further, the Company has received a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and an Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A copy of the draft letter for the appointment of Mr. Dharmendra Saha (DIN:10636113) as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours. on working days.

The resolution seeks the approval of members for the appointment of Mr. Dharmendra Saha as an Independent Director of the Company for a term of 5 (Five) years commencing from May 24, 2024 till May 23, 2029.

No director, KMP or their relatives, except to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item.

ITEM NO.5:

Appointment of Ms. Vandana Kumari (DIN:10633978) as Independent Director.

Ms. Vandana Kumari (DIN:10633978), was appointed as an Additional Director in the category of an Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company in the Board Meeting dated May 24, 2024.

In the opinion of the Board, Ms. Vandana Kumari (DIN:10633978) fulfils the conditions of independence specified in the Act, the Rules made thereunder. Further the Board noted that her skills, background and experience are aligned to the role and responsibilities of the Company.

Further, the Company has received a Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, and an Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A copy of the draft letter for the appointment of Ms. Vandana Kumari (DIN:10633978) as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on working days.

The resolution seeks the approval of members for the appointment of Ms. Vandana Kumari (DIN:10633978) as an Independent Director of the Company for a term of 5 (Five) years Commencing from May 24, 2024 till May 23, 2029.

No director, KMP or their relatives, except to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item

By Order of the Board of Directors
For **Bhilangana Hydro Power Limited**

Sd/-

Place: Noida
Date: 04.09.2024

Amit Kumar
Company Secretary
ACS: 43654

Address: B-403, Krishna Apra Sapphire
1/1 Vaibhav Khand, Indirapuram,
Ghaziabad-201014, Uttar Pradesh

Information as Required under Secretarial Standard-2 (SS-2) profile of Director proposed to be appointed is as under:

Particulars	Mr. Dharmendra Saha	Ms. Vandana Kamari
Age	44 Years	39 Years
Qualifications	Business Analyst	Post-Graduate
Experience	Over 10 year of experience in multiple disciplines such as financial, legal and regulatory, risk management, corporate governance and human capital management.	She has an extensive and rich experience in the areas of business management, strategic planning, implementation and Human Resources Management.
Terms and Conditions of appointment / re-appointment including remuneration	Remuneration to be paid as decided by the Board	Remuneration to be paid as decided by the Board
Remuneration last drawn	N.A.	N.A.
Date of first appointment on the Board	24.05.2024	24.05.2024
No. of shares held	Nil	Nil
Relationship with other Directors, Manager and others Key Managerial Personnel (KMP)	Not related to any other Director or Key Managerial Personnel.	Not related to any other Director or Key Managerial Personnel
Number of Board Meetings attended during 2023-24	Nil	Nil
Directorship of other Companies	2 (Two) Company	Nil

Form No. MGT-11

Proxy form

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

CIN: U40102UR2006PLC032491
Name of the company: BHILANGANA HYDRO POWER LIMITED
Registered office: Lohia Head Road, Khatima, Uttarakhand 262308

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) holdingshares of the above named Company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature....., or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Monday, 30 September, 2024 at 11:00 AM at Registered Office of the Company at Lohia Head Road, Khatima- 262308, District Udham Singh Nagar, Uttarakhand and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.
- 2.
- 3.
- 4.
- 5.

Affix
Revenue
Stamp

Signed this ____ day of ____, 2024

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy 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.

Attendance Slip

I hereby record my presence at the 18th Annual General Meeting of the Company being held on Monday, 30 September, 2024 at 11:00 A.M at Registered Office of the Company at Lohia Head Road, Khatima- 262 308, District Udham Singh Nagar, Uttarakhand.

Name of the Member/ Proxy _____

(in Block letters)

Reference Folio / Client Id: _____ DP ID _____

No. of Shares held _____

Signature of the Member/Proxy

Note: Please complete this attendance slip and hand it over at the entrance of the venue of the Meeting.