

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the members of **Bhilangana Hydro Power Limited** will be held on **Wednesday, September 30, 2026** at **11:00 a.m.** 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, 2026 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 Statements of the Company for the Financial year ended March 31, 2026 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 Re - 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 Re-appoint Mr. Lila Dhar Pandey (DIN: 09268497) as a Whole Time Director of the Company 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 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Lila Dhar Pandey (DIN: 09268497), Whole Time Director of the Company, designated as Executive Director and Key Managerial Personnel, for another period of one (1) year with effect from August 04, 2026 to August 03, 2027 on the terms and conditions enumerated below.

- a. **Basic Salary:** Rs. 2,86,700/- per month in the scale of Rs. 2,50,000/- to 4,50,000/- per month, as may be reviewed and decided by the Board/Nomination and Remuneration Committee, from time to time.
- b. **Fringe Benefits:** Flexible Benefits Plan (FBP), comprising of House Rent Allowance, Conveyance Allowance, Special Allowance, PA Allowance, Car lease, Fuel, Telephone, and other allowances of Rs. 2,13,900/- per month in the scale of Rs.1,50,000 to Rs.3,00,000/- per month, as may be reviewed and decided by the Board/Nomination and Remuneration Committee, from time to time.
- c. **Performance Award:** performance Award of Rs. 3,60,000/- per annum.
- d. **Performance/Retention Award:** As may be reviewed and decided by the Board/Nomination and Remuneration Committee subject to maximum ceiling of Rs. 30,00,000/- per annum on a cumulative basis.
- e. **Perquisites:** In addition to the salary as stated above, Mr. Lila Dhar Pandey shall be entitled to the following perquisites. These perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

Part A:

i. Leave:

As per applicable Rules of the Company with full pay and allowances. Earned Leave accumulated but not availed of during the tenure shall be encashable as per Rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration, in the event of no profits or inadequate profits of the Company.

ii. Insurance:

(Personal Accident/ Medi-claim/ Term Insurance): As per applicable Rules/Scheme of the Company.

Part B:

i. Provident Fund:

Company's contribution to the Provident Fund at 12% of the Basic Salary.

ii. Superannuation Fund:

Company's contribution to the Superannuation Fund at 13% of the Basic Salary subject to maximum of Rs. 1,50,000/- per annum or such other limit as prescribed under the Income Tax Act, 2025, from time to time.

iii. Gratuity:

Gratuity shall be payable in accordance with the applicable law and the Rules/ Scheme of the Company.

iv. Company's contribution towards National Pension Scheme (NPS):

The Company may contribute a maximum of 14% of Basic Salary towards the National Pension Scheme (NPS), in accordance with the applicable Rules/Scheme of the Company and subject to the provisions of the Income Tax Act 2025, as amended from time to time.

Part C:

i. Reimbursement of expenses:

All entertainment, traveling, hotel and other expenses incurred by Mr. Lila Dhar Pandey during the course of and in connection with the business of the Company.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year Mr. Lila Dhar Pandey shall be entitled to the above amount of remuneration along with the perquisite / benefits mentioned by way of minimum remuneration in accordance with the applicable provision of Schedule V of the Companies Act, 2013 including amendment, modification or re-enactment, subject to the requisite approval(s).

RESOLVED FURTHER THAT no sitting fee shall be paid to Mr. Lila Dhar Pandey for attending the meeting of the Board or any committee thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or re-enactment or relaxation by the Central Government to the Schedule V of the Companies Act, 2013, the Board of Directors are hereby authorised to vary the terms and /or increase the remuneration (including the minimum remuneration) within such prescribed limit or ceiling without any further reference to the Company.

RESOLVED FURTHER THAT Mr. Lila Dhar Pandey so long as he holds the position of Whole Time Director, shall not be liable to retire by rotation and shall act subject to superintendence and control of the Board of Directors of the Company and would be responsible for such duties as may be assigned to him by the Board from time to time.

RESOLVED FURTHER THAT during the tenure of Mr. Lila Dhar Pandey as Whole Time Director, his appointment may be terminated by either party giving to the other three (3) calendar months' notice in writing or gross salary in lieu thereof.

RESOLVED FURTHER THAT the Letter of Appointment be issued to Mr. Lila Dhar Pandey, under the signatures of any Board of Directors of the company or any person authorized by the Board.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to sign the necessary forms require to file with the Ministry of Corporate Affairs including making necessary entries in the Statutory Registers and to do all such acts, deeds, matters and things as may be necessary or incidental on behalf of the Company to give effect to this resolution.”

Place: Noida

Date: August 14, 2026

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

Sd/-

Amit Kumar

Company Secretary

Membership No.: A43654

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

Item No. 3

Mr. Lila Dhar Pandey (DIN: 09268497) is a graduate in B.Sc. (Engg.) and possesses over 30 years of rich technical and managerial experience in the power sector. He presently serves as the Whole Time Director of the Company, designated as Executive Director and Key Managerial Personnel. He is also serving as the occupier of the Company.

He was appointed as Whole Time Director of the Company, designated as Whole Time Director and Key Managerial Personnel, for a period of Five (5) years, i.e. August 04, 2021 till August 03, 2026 in category of Professional Director.

Considering his extensive experience, leadership and valuable contribution to the Company, the Nomination and Remuneration Committee recommended his re-appointment. Based on such recommendation, the Board of Directors, at its Meeting held on July 13, 2026, approved, subject to the approval of the Members, the re-appointment of Mr. Lila Dhar Pandey as Whole Time Director of the Company, designated as Executive Director and Key Managerial Personnel, for a further period of one (1) year commencing from August 04, 2026 to August 03, 2027, on the terms and conditions, including remuneration, as set out in the accompanying resolution.

The terms of remuneration as stated in the resolution may be regarded as an abstract of the terms of contract and memorandum of concern or interest for the purpose of the provisions of the Act.

The proposed remuneration has been determined in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013 and is commensurate with his qualifications, experience, responsibilities and industry standards.

Mr. Lila Dhar Pandey has furnished his consent to act as Whole Time Director in the form of DIR-2 and has confirmed that he is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013. The details required to be disclosed pursuant to Secretarial Standard-2 are disclosed in the **Annexure-A** of the Notice for reference of the Members.

Mr. Lila Dhar Pandey does not hold, directly or indirectly, any shares of the Company and is not related to any Director or promoter of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

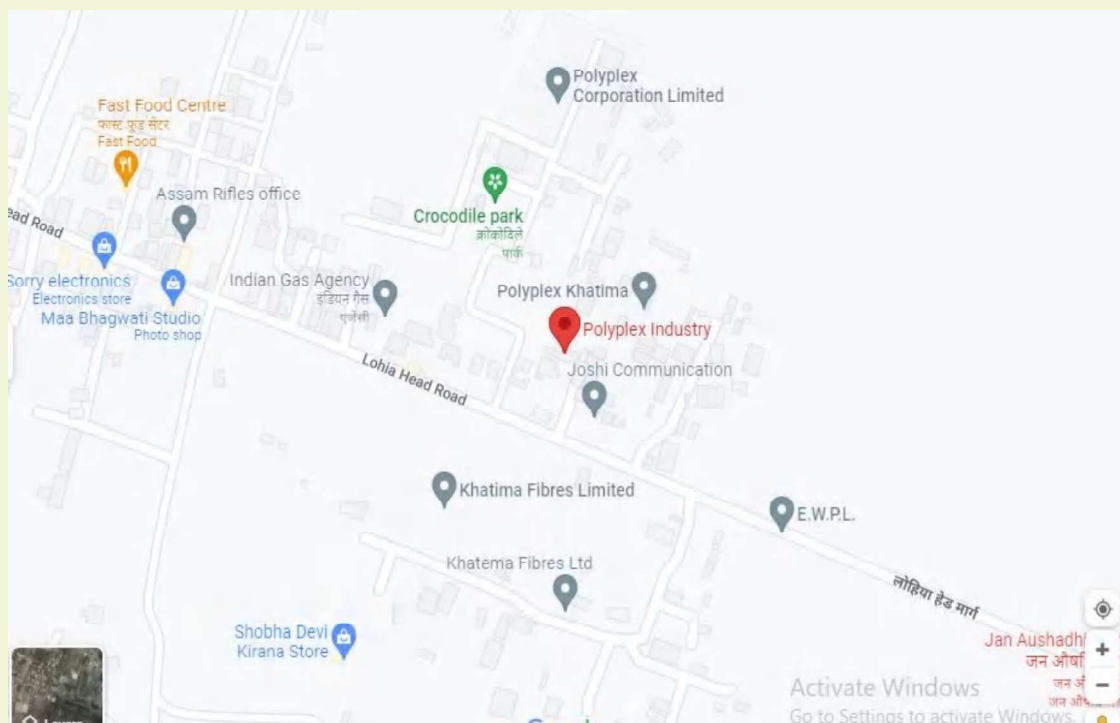
Annexure-A

Additional information as required by Secretarial Standard-2 (Secretarial Standard on General Meetings) issued by Institute of Company Secretaries of India are as under:

Particulars	Details
Name of the Director	Lila Dhar Pandey
DIN	09268497
Date of Birth and Age	February 28, 1972, Age about 54 years
Date of Initial Appointment	August 04, 2021
Qualifications	B. Tech
Experience in functional areas	Over 30 years of Experience
Terms and conditions of appointment or re-appointment along with details of remuneration sought	As stated in the Notice convening the Annual General Meeting along with the Explanatory Statement annexed thereto.
Details of remuneration last drawn	Rs. 5,35,004/- Per Month
Shareholding in the Company	Nil
Relationship with other Director(s), Manager(s) and other Key Managerial Personnel(s)	Not related to any other Director(s), Manager(s) and other Key Managerial Personnel(s)
Number of meetings of the Board attended during the year F.Y. 2025-26	10 out of 11 Meetings
Directorship of other companies	Nil
Membership/ Chairmanship of Committee of other companies	None

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) Members / Proxies attending the Meeting should bring the Admission Slip duly filled in for handing over at the venue of the meeting.
- f) Route map to the venue of the 20th Annual General Meeting on **Wednesday, September 30, 2026** at **11:00 a.m.** at the Registered Office of the Company at Lohia Head Road, Khatima- 262308, District Udham Singh Nagar, Uttarakhand.



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:

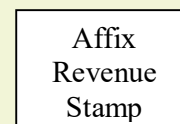
1. Name:	2. Name:
Address:	Address:
E-mail Id:	E-mail Id:
Signature....., or failing him	Signature:

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to be held on **Wednesday, September 30, 2026 at 11:00 a.m.** at the 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. _____

Signed this ____ day of ____, 2026



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 20th Annual General Meeting of the Company being held on **Wednesday, September 30, 2026 at 11:00 a.m.** at the Registered Office of the Company at Lohia Head Road, Khatima- 262308, District Udham Singh Nagar, Uttarakhand.

Sl.No	Particulars	Details
1.	Name and address of the attending member	
2.	Folio No./DP ID/ Client ID	
3.	No. of Shares Held	
4.	Name of the Proxy (in block letters, to be filled in if the proxy attends instead of the member	

Signature of the Member/Proxy

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