



## SJVN LIMITED

CIN: L40101HP1988GOI008409

Registered Office: SJVN Corporate Office Complex, Shanan, Shimla-171006

Telephone: 0177- 2660075, Fax: 0177-2660071,

Email: investor.relations@sjvn.nic.in, Website: www.sjvn.nic.in

### NOTICE

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of SJVN Limited will be held on **29<sup>th</sup> September 2022, Thursday** at **15:00 HRS, through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)** to transact the following businesses:-

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial year ended 31<sup>st</sup> March, 2022, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India and to pass the following resolutions as an **Ordinary Resolution**:  

**"RESOLVED THAT**, Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2022, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."
- To confirm the payment of Interim Dividend of ₹1.15 per share of the Company already paid in Month of February 2022 and to declare the final dividend of ₹0.55/- per share on equity shares of the Company for the financial year 2021-22 and to pass the following resolutions as an **Ordinary Resolution**:  

**"RESOLVED THAT**, the interim dividend @ 11.5% i.e. ₹1.15/- per share on 392,97,95,175 equity shares paid to the shareholders for the financial year ended March 31, 2022, as per the resolution passed by the Board of Directors at their meeting held on February 10, 2022 be and is hereby noted and confirmed."

**"RESOLVED FURTHER THAT**, in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 5.5% i.e. ₹0.55/- per share on 392,97,95,175 equity shares of the Company for the year ended March 31, 2022."
- To appoint a Director in place of Smt. Geeta Kapur [DIN-08213642], who retires by rotation and being eligible, offers herself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:  

**"RESOLVED THAT**, Smt. Geeta Kapur [DIN-08213642] be and is hereby re-appointed as Director of the Company liable to retire by rotation."
- To appoint a Director in place of Shri Surinder Pal Bansal [DIN-07239609], who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:  

**"RESOLVED THAT**, Shri Surinder Pal Bansal [DIN-07239609] be and is hereby re-appointed as Director of the Company liable to retire by rotation."
- To fix remuneration of Statutory Auditors for the financial year 2021-22 and onwards and to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:  

**"RESOLVED THAT**, approval of the members be and is hereby accorded to fix the remuneration of Statutory Auditors appointed by the Comptroller & Auditor General of India at ₹14,50,000/- per annum plus applicable taxes plus Reimbursement of Out of pocket expenses for the financial year 2021-22 and onwards, as recommended by the Audit Committee and Board."

#### **SPECIAL BUSINESS:**

##### **6. Appointment of Dr. Udeeta Tyagi as Independent Director:**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of the Dr. Udeeta Tyagi (DIN-05101501) as an Independent Director of the Company w.e.f. 08<sup>th</sup> November, 2021 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

##### **7. Appointment of Shri Saroj Ranjan Sinha as Independent Director:**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of the Shri Saroj Ranjan Sinha (DIN 01478184) as an Independent Director of the Company w.e.f. 08<sup>th</sup> November, 2021 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 read with Corrigendum No. 15-22/4/2021-H-II dated 15.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

**8. Appointment of Dr. Danveer Singh Yadav as Independent Director:**

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

"**RESOLVED THAT**, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of the Dr. Danveer Singh Yadav (DIN-09391688) as an Independent Director of the Company w.e.f. 09<sup>th</sup> November, 2021 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

**9. Enhancement of borrowing limit under Section 180(1)(c) of the Companies Act, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following Resolutions as a **Special Resolution**:-

"**RESOLVED THAT**, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and /or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) outstanding at any time shall not exceed in the aggregate ₹40,000 Crore (Rupees Forty Thousand Crore only)."

"**RESOLVED FURTHER THAT**, pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/ Financial Institutions/ Agents/ Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the lenders of the Company towards security for borrowing of funds for the purposes of business of the Company."

"**RESOLVED FURTHER THAT**, the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions."

**10. Ratification of remuneration of Cost Auditor for Financial Year 2022-23:**

To consider and, if thought fit, to pass with or without modifications, the following Resolutions as **Ordinary Resolutions**:-

"**RESOLVED THAT**, pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration of ₹2,10,000/- plus GST as applicable, incurred in connection with the cost audit plus TA/DA to be paid to M/s A.J.S. & Associates, Cost Accountants, Rishikesh (Dehradun), Cost Auditors of the Company for the financial year 2022-23, as approved by the Board of Directors of the Company, be and is hereby ratified."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

(Soumendhra Das)  
Company Secretary  
FCS-4833

Date: 12<sup>th</sup> August, 2022  
Place: Shimla





## NOTES:-

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

- In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to clarificatory General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 for Equity and Listed non-convertible securities issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.**
- In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Regulation 44 (4) of the Listing Regulations will not be available for the AGM. Therefore, instrument for appointing proxy and attendance slip is not being attached herewith.
- Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
- As required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of **Smt. Geeta Kapur [DIN 08213642]** and **Shri Surinder Pal Bansal [DIN 07239609]** retiring by rotation and seeking re-appointment under items no. 3 & 4 of the Notice respectively are annexed. In exercise of powers vested under Articles of Association of the Company, the above Directors were appointed by President of India (acting through Ministry of Power) for a period of 5 years from the date of taking over the charge or till date of superannuation or till further orders whichever is earlier. Mr. Surinder Pal Bansal is currently under suspension w.e.f. 28th July, 2022 vide Ministry of Power, Government of India order dated 28th July, 2022, exercising powers under Sub-Rule (1) of Rule 20 of SJVN Conduct Discipline and Appeal Rules, 2019.
- None of the Directors of the Company are anywhere related with each other.
- The Register of Members and Share Transfer Books of the Company will remain closed from **23<sup>rd</sup> September 2022 (Friday) to 29<sup>th</sup> September 2022 (Thursday)** (both days inclusive).
- The Board has recommended a Final Dividend @₹0.55 per share in its 299<sup>th</sup> meeting held on 25<sup>th</sup> May 2022. The dividend, if declared, at the Annual General Meeting will be paid to those Members, whose names appear on the Register of Members of the Company at the closure of business hours of 22<sup>nd</sup> September 2022 (Thursday).**
- Subject to the provisions of Section 126 of the Companies Act, 2013, the Final Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after 5<sup>th</sup> October, 2022.
- Pursuant to Section 125 of the Companies Act, 2013, the dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investor Education & Protection Fund of the Central Government. Therefore, Members are advised to encash their Dividend warrants immediately on receipt.
- Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the company to make remittance by means of ECS. Those holding shares in Electronic Form may obtain and send the ECS Mandate Form directly to their Depository Participant (DP). Those holding shares in physical form may obtain and send the ECS mandate form to **Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi – 110055**, (the Registrar & Transfer Agent of the company), if not done earlier.
- Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the IT Act:

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:-

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN/valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed Rs.5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member;
- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 obtained from the revenue authorities of the country of tax residence, duly



attested by member;

- Self-declaration in Form 10F;
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) subject to beneficial provisions of the relevant Double Tax Avoidance Agreement ("DTAA/Treaty").

Section 206AB of IT Act (effective from July 1, 2021 and amended via Finance Act, 2022) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in section 206AB of the IT Act, tax is required to be deducted at higher of following rates in case of payments to specified persons:

- at twice the rate specified in the relevant provision of the IT Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

Where Sections 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at higher of two rates prescribed in these two sections.

The term 'specified person' is defined in sub section (3) of section 206AB of the IT Act who satisfies the following conditions:

- A person who has not filed the income tax return for the assessment year relevant to the previous years immediately prior to the previous year in which tax is required to be deducted, for which time limit of filing of return of income under section 139(1) of the IT Act has expired; and
- The aggregate of TDS and Tax Collection at Source ('TCS') in his case is Rs.50,000 or more in the said previous years. The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

In this regard, the Company will use the online utility provided by CBDT "Compliance Check for Sections 206AB and 206CCA". Refer Circular No. 11 of 2021 issued by CBDT in this regard.

In case, a person fulfils the conditions of being a 'specified person' as per the CBDT online utility, then tax will be deducted at higher rate as discussed above.

The aforementioned documents are required to be mailed to [sjvn.dividend@sjvn.nic.in](mailto:sjvn.dividend@sjvn.nic.in) during the period commencing from September 05, 2022 and ending on September 19, 2022.

We request you to visit [www.sjvn.nic.in](http://www.sjvn.nic.in) for more instructions and information in this regard. No communication would be accepted from members after September 19, 2022 regarding the tax withholding matters.

Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>.

12. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent along with relevant Share Certificates.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, Bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
  - a. For shares held in electronic form: to their Depository Participants (DPs);
  - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed **Form ISR-1** and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR – 4**, the format of which is available on the Company's website at [www.sjvn.nic.in](http://www.sjvn.nic.in). It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.





SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.sjvn.nic.in](http://www.sjvn.nic.in). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

17. Annual Listing fee for the year 2022-23 has been paid to the Stock Exchanges wherein shares of the Company are listed.
18. Members desirous of getting any information on any item of business of this meeting are requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
19. The annual report for 2021-22 along with the notice of Annual General Meeting is being sent by electronic mode to all the shareholders who have registered their Email IDs with the depository participants/ registrar and share transfer agent. Members may further note that the said documents will also be available on the Company's website [www.sjvn.nic.in](http://www.sjvn.nic.in) and notice will also be available at [www.evotingindia.com](http://www.evotingindia.com) for download. For any communication, the shareholders may also send requests to the Company's investor email ID viz. [investor.relations@sjvn.nic.in](mailto:investor.relations@sjvn.nic.in).
20. Since the AGM will be held through VC/OVAM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
21. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday), between 11.00 AM to 5.00 PM up to one day prior to the date of AGM.

#### Instructions for Remote Electronic Voting

1. In view of the situation due to COVID-19 global pandemic, the general meetings of the companies are being conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, MCA circular no. 02/2021 dated January 13, 2021 and MCA Circular no. 02/2022 dated May 05, 2022. The forthcoming AGM will thus be held through VC/OVAM. Hence, Members can attend and participate in the ensuing AGM through VC/OVAM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA/SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OVAM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OVAM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OVAM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OVAM and cast their votes through e-voting.
6. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.sjvn.nic.in](http://www.sjvn.nic.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The Company has appointed **Mr. Santosh Kumar Pradhan**, Practicing Company Secretary, as the scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
8. The scrutinizer will submit his final report on votes casted through remote e-voting process and casting vote through the e-voting system during the meeting to Chairman of the Company within three working days after the conclusion of e-voting period.
9. The results of annual general meeting shall be declared by the Chairman or his authorized representative or any Director of the Company on/ or after annual general meeting within the prescribed time limits.
10. The result of the e-voting will also be placed at the website of the Company viz. [www.sjvn.nic.in](http://www.sjvn.nic.in) and also on [www.evotingindia.com](http://www.evotingindia.com).
11. The scrutinizer's decision on the validity of e-voting will be final.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The voting period begins on **09:00 a.m.** on **26<sup>th</sup> September, 2022** and ends on **5:00 p.m.** on **28<sup>th</sup> September, 2022**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22<sup>nd</sup>**





**September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.
4. Pursuantly, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, NSDL etc., so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.





**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**5. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- i. The shareholders should log on to the e-voting website **www.evotingindia.com**.
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
  - viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
6. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  7. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  8. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  9. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
    - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the “Corporates” module.
    - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to





**helpdesk.evoting@cdslindia.com.**

- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **investor.relations@sjvn.nic.in**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
5. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
6. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (**investor.relations@sjvn.nic.in**). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **investor.relations@sjvn.nic.in**. These queries will be replied to by the company suitably by email.
10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
11. Member may note that Company holds the right to restrict the number of speaker shareholders depending on the availability of time.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **investor.relations@sjvn.nic.in**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call at toll free no. **1800 22 55 33**.





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

**Item No.6:**

**Appointment of Dr. Udeeta Tyagi as Independent Director**

Dr. Udeeta Tyagi (DIN 05101501) was appointed as an Independent Director of the Company by the President of India vide Ministry of Power, Government of India’s order 15-22/4/2021-H-II dated 08.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company.

The Company has received from Dr. Udeeta Tyagi (i) Consent to Act as a Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that she meets the criteria of independence as specified in Section 149 (6) of the Companies Act, 2013.

Her brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorships, Membership/Chairmanship of Committees and other particulars are given below:

<b>Name</b>	Dr. Udeeta Tyagi
<b>DIN</b>	05101501
<b>Date of Birth</b>	01 <sup>st</sup> July, 1978
<b>Date of Appointment</b>	08 <sup>th</sup> November, 2021
<b>Qualification</b>	Dr. Tyagi holds a Master’s degree and Doctorate (2009) in Chemistry. She has over 17 years’ teaching experience in chemistry in various institutions. However, her areas of service and experience extend far beyond her professional qualifications. She happens to be a distinguished social worker in the fields of Waste Management, Skill Development, Women Empowerment, Youth Empowerment, Primary Education, Cleanliness and Beautification of Cities, etc.
<b>Expertise in Specific Functional Area</b>	As National President, Member of various State level and National Level Social Service Organisations, she has been working for Social Welfare and Empowerment of youth, etc. by bringing not only the youth but also schools, institutions, business organizations, local and state governments together with the objective of bringing prosperity through the community.  Her achievements also include incorporating career counseling in CBSE curriculum, starting private schools in 124 villages, and launching the project ‘Kaliyaan’ to encourage girls’ education.
<b>Directorship held in other Listed Companies</b>	Nil
<b>Names of other Listed Entities in which the person holds the membership of the Committees</b>	Nil
<b>Name of listed entities from which the person has resigned in the past three years</b>	Nil
<b>Relationships Between Directors Inter-se</b>	Nil
<b>Number of Shares Held, including shareholding as a beneficial owner</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	In exercise of powers vested under Articles 32 of Articles of Association of the Company, the Administrative Ministry i.e. Ministry of Power appoints Independent Directors on the Board of the Company on the basis of recommendations of a high-level Search Committee constituted by the Government of India for the purpose.  The skills and capabilities required for the role and the manner in which the proposed person meets such requirements are determined by the Ministry of Power in consultation with Search Committee.

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Dr. Udeeta Tyagi as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Dr. Udeeta Tyagi, is in any way, concerned or interested financially or otherwise in the resolution.

The Board recommends the Special Resolution set out at item no.6 of the Notice for approval by the shareholders.



**Item No.7:****Appointment of Shri Saroj Ranjan Sinha as Independent Director**

Shri Saroj Ranjan Sinha (DIN 01478184) was appointed as an Independent Director of the Company by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 read with Corrigendum No. 15-22/4/2021-H-II dated 15.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company.

The Company has received from Shri Saroj Ranjan Sinha (i) Consent to Act as a Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that he meets the criteria of independence as specified in Section 149 (6) of the Companies Act, 2013.

His brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorships, Membership/Chairmanship of Committees and other particulars are given below:

<b>Name</b>	Shri Saroj Ranjan Sinha
<b>DIN</b>	01478184
<b>Date of Birth</b>	01 <sup>st</sup> November, 1973
<b>Date of Appointment</b>	08 <sup>th</sup> November, 2021
<b>Qualification</b>	Shri Sinha is a Graduate from IEC University, Himachal Pradesh.
<b>Expertise in Specific Functional Area</b>	He is a renowned and respected Public Activist and Social Worker from the State of Bihar who has led and participated in a number of campaigns for a Public Cause. His areas of service include Farmers Welfare and Agricultural Development, empowerment of Farmers to name a few. He has nearly 32 years' experience in Social and Public Service. He has also served as Former Governing Body Member - Indian Council of Agricultural Research Eastern Region Patna, Bihar and Former Member- Bihar State Seed and Organic Certification Agency.  He has also been felicitated with the Innovative Farmer Award by Indian Agricultural Research Institute in 2017.
<b>Directorship held in other Listed Companies</b>	Nil
<b>Names of other Listed Entities in which the person holds the membership of the Committees</b>	Nil
<b>Name of listed entities from which the person has resigned in the past three years</b>	Nil
<b>Relationships Between Directors Inter-se</b>	Nil
<b>Number of Shares Held, including shareholding as a beneficial owner</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	In exercise of powers vested under Articles 32 of Articles of Association of the Company, the Administrative Ministry i.e. Ministry of Power appoints Independent Directors on the Board of the Company on the basis of recommendations of a high-level Search Committee constituted by the Government of India for the purpose.  The skills and capabilities required for the role and the manner in which the proposed person meets such requirements are determined by the Ministry of Power in consultation with Search Committee.

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Shri Saroj Ranjan Sinha as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Shri Saroj Ranjan Sinha, is in any way, concerned or interested financially or otherwise in the resolution.

The Board recommends the Special Resolution set out at item no.7 of the Notice for approval by the shareholders.





**Item No.8:**

**Appointment of Dr. Danveer Singh Yadav as Independent Director**

Dr. Danveer Singh Yadav (DIN 09391688) was appointed as an Independent Director of the Company by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company.

The Company has received from Dr. Danveer Singh Yadav (i) Consent to Act as a Director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) A Declaration to the effect that he meets the criteria of independence as specified in Section 149 (6) of the Companies Act, 2013.

His brief resume, inter alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorships, Membership/Chairmanship of Committees and other particulars are given below:

<b>Name</b>	Dr. Danveer Singh Yadav
<b>DIN</b>	09391688
<b>Date of Birth</b>	16 <sup>th</sup> December, 1969
<b>Date of Appointment</b>	09 <sup>th</sup> November, 2021
<b>Qualification</b>	He holds a Master's Degree (1990) and Doctorate in Chemistry (1994) from Allahabad University.
<b>Expertise in Specific Functional Area</b>	Dr. Yadav is presently serving as a Principal/Professor at SM College, Chandausi (Distt. Sambhal), Uttar Pradesh. Formerly, he served as Professor at KGK PG College, Moradabad. He has over 26 years' of teaching experience in the Department of Chemistry. In addition, he has acquired training and experience in diverse areas of Management from various prestigious educational and administrative Institutions of the country.  He has over 12 Research Papers published in the field of Organic Chemistry in International Journals to his credit. He also has written 7 books in the field of Organic Chemistry.
<b>Directorship held in other Listed Companies</b>	Nil
<b>Names of other Listed Entities in which the person holds the membership of the Committees</b>	Nil
<b>Name of listed entities from which the person has resigned in the past three years</b>	Nil
<b>Relationships Between Directors Inter-se</b>	Nil
<b>Number of Shares Held, including shareholding as a beneficial owner</b>	Nil
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	In exercise of powers vested under Articles 32 of Articles of Association of the Company, the Administrative Ministry i.e. Ministry of Power appoints Independent Directors on the Board of the Company on the basis of recommendations of a high-level Search Committee constituted by the Government of India for the purpose.  The skills and capabilities required for the role and the manner in which the proposed person meets such requirements are determined by the Ministry of Power in consultation with Search Committee.

The Resolution seeks the approval of members in terms of Section 149, 152 and other applicable provisions of the Act and the rules made there under for appointment of Dr. Danveer Singh Yadav as an Independent Director of the Company, not liable to retire by rotation.

None of the Directors or Key Management Personnel of the Company or their relatives except Dr. Danveer Singh Yadav, is in any way, concerned or interested financially or otherwise in the resolution.

The Board recommends the Special Resolution set out at item no.8 of the Notice for approval by the shareholders.





**Item No.9:**

**Enhancement of borrowing limit under Section 180(1)(c) of the Companies Act, 2013**

As per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a special resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company.

The total borrowings of the Company and aggregate of paid-up share capital, free reserves and securities premium as on 31.03.2022 were ₹5062.36 crore and ₹12921.78 crore respectively.

The Company has set a vision to achieve its ambitious shared vision of 5000 MW by 2023, 25000 MW by 2030 and 50000 MW by 2040 and simultaneously contribute towards RE capacity addition target of 500 GW by 2030 set by Government of India. Accordingly, Capex in the range of ₹45,000-₹50,000 crore may be visualized over next 3-4 years for which debt requirement is expected to be in the range of ₹35,000 crore.

For achieving this target, the Company may raise further loans or issue debentures or bonds, both secured or unsecured, in the near future for capital or revenue expenditure purposes. The borrowings at present are 39.18% of paid-up share capital, free reserves and securities premium and it is expected by the management that the borrowing limit may be breached in the coming years. It is therefore proposed to enhance the borrowing limits of the Company up to ₹40,000 crore (Rupees Forty Thousand Crore only).

Further, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The large portion of capital expenditure requirement of the Company has to be funded by debt. The raising of funds through debt usually requires creation of security on the immovable/movable properties, present or future, of the Company in favour of lenders which may tantamount to otherwise disposing of the undertakings of the Company.

The Board recommends the Resolution given at item no. 9 of this notice for your approval as Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**Item No. 10:**

**Ratification of remuneration of Cost Auditor for Financial Year 2022-23**

The Board, on the recommendation of the Audit Committee has, vide its 300<sup>th</sup> meeting dated 28<sup>th</sup> June, 2022 has approved the appointment and remuneration of M/s A.J.S. & Associates, Cost Accountants, Rishikesh (Dehradun), as the Cost Auditors to conduct the audit of the cost accounts and records maintained by the Company for the financial year 2022-23.

In accordance with Section 148 read with Companies (Audit and Auditors) Rules 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at item no. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 10 of the Notice for approval by the shareholders.





## BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING

<b>Name</b>	Mrs. Geeta Kapur	Mr. Surinder Pal Bansal
<b>DIN</b>	08213642	07239609
<b>Date of Birth</b>	08-April-1964	07-July-1963
<b>Date of Appointment</b>	18-October-2018	01-April-2019 <i>Mr. Surinder Pal Bansal is currently under suspension w.e.f. 28<sup>th</sup> July, 2022 vide Ministry of Power, Government of India order dated 28<sup>th</sup> July, 2022, exercising powers under Sub-Rule (1) of Rule 20 of SJVN Conduct Discipline and Appeal Rules, 2019.</i>
<b>Qualification</b>	Post Graduate in Management from Himachal Pradesh, University, Shimla.	B. Tech in Civil Engineering from Punjab University, Chandigarh and Masters in Civil Engineering Structures from Thapar Institute of Engineering & Technology, Patiala.
<b>Expertise in Specific Functional Area</b>	<p>Mrs. Geeta Kapur has more than 3 (three) decades of experience in core areas of Human Resource (HR), out of which 27 years in SJVN. She started her career with Punjab Wireless Systems (PUNWIRE) a Punjab State Industrial Development Corporation (PSIDC) owned concern in Mohali, Punjab. She was 1<sup>st</sup> woman officer to join the HR Team in 1986. She also happens to be the first woman Functional Director of the Company.</p> <p>During her tenure in SJVN, in addition to policies and defining appropriate standard operating procedures, she played a vital role in Wage Settlements with Unions since inception. As a Head of Policy Section, she implemented Pay Revision applicable to Executives and Board Level Executives w.e.f. 01.01.1997 and 01.01.2007. Drawing inspiration from the concept of variable pay introduced by DPE w.e.f. 01.01.2007, she headed the section which introduced the concept of Balanced Score Card (BSC). Thus, driving a strategic performance management framework to drive performance for payment of variable pay generally referred to as Performance Related Pay. The payment was based on three Parameters namely- MOU, BSC and Individual Contribution as key differentiators.</p> <p>To promote general well-being, create congenial atmosphere, sustainable hand holding upon superannuation various schemes like Voluntary Superannuation Scheme, Group Saving Linked Insurance Scheme, Benevolent Fund Scheme and Defined Contributory Pension Scheme were implemented. This positively impacted all palpable measures reflecting HR culture in the organization. As a Human Resource Director, she envisions an Organization which finds a place in the Revered List of "Great Place To Work" amongst India's CPSEs.</p>	<p>Mr. Surinder Pal Bansal has more than 34 years of experience as Civil Engineer in various organizations including SJVN. Prior to joining SJVN as Director, he held the post of Chairman &amp; Managing Director of Hindustan Salts Limited. He started his career in 1987 with Punjab State Electricity Board and he also has teaching experience at REC, Kurukshetra. He joined SJVN in 1993 as Civil Engineer and worked in various departments and projects and rose to the level of Addl. General Manager before joining Hindustan Salts Limited as Chairman &amp; Managing Director.</p> <p>During his previous tenure in SJVN, he worked at various positions and completed various significant assignments. He was associated with Quality Control, Design, Contract/Arbitration, Planning &amp; Monitoring and Business Development. He also headed Expediting Group and has vast experience of Corporate Planning/Monitoring and Business Development with critical assignments. He took the charge of CMD Hindustan Salts Ltd. (HSL) &amp; Sambhar Salts Ltd. (SSL) on 27<sup>th</sup> May 2015 and after analyzing the problems faced by the CPSE, he took a number of radical &amp; aggressive steps/ decisions to improve the performance.</p> <p>He has few publications in leading International &amp; Indian Journals and has also participated in large number of Conferences/Workshops/Seminar/Training programs in various areas on Engineering/Management/Finance.</p>
<b>Directorship held in other Listed Companies.</b>	NIL	NIL
<b>Names of other Listed Entities in which the person holds the membership of the Committees.</b>	NIL	NIL



<b>Name of listed entities from which the person has resigned in the past three years</b>	NIL	NIL
<b>Relationships Between Directors Inter-se</b>	NIL	NIL
<b>Number of Shares Held, including shareholding as a beneficial owner</b>	NIL	NIL
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	<p>In exercise of powers vested under Articles 32 of Articles of Association of the Company, the Administrative Ministry i.e. Ministry of Power appoints Independent Directors on the Board of the Company on the basis of recommendations of a high-level Search Committee constituted by the Government of India for the purpose.</p> <p>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements are determined by the Ministry of Power in consultation with Search Committee.</p>	<p>In exercise of powers vested under Articles 32 of Articles of Association of the Company, the Administrative Ministry i.e. Ministry of Power appoints Independent Directors on the Board of the Company on the basis of recommendations of a high-level Search Committee constituted by the Government of India for the purpose.</p> <p>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements are determined by the Ministry of Power in consultation with Search Committee.</p>

