

वार्षिक रिपोर्ट  
Annual Report  
2015-16



# एसजेवीएन

संकल्पबद्ध है सभी को ऊर्जा....

## SJVN

Committed to Provide Power to All....







## BOARD OF DIRECTORS



**Ramesh Narain Misra**  
Chairman & Managing Director

### Functional Directors



**Amarjit Singh Bindra**  
Director (Finance)



**Nand Lal Sharma**  
Director (Personnell)



**Rakesh Kumar Bansal**  
Director (Electrical)



**Kanwar Singh**  
Director (Civil)

### Govt. Nominee Directors



**Archana Agrawal**  
Nominee Director, GOI



**Tarun Shridhar**  
Nominee Director, GOHP

### Independent Directors



**Ganesh Dutt**  
Independent Director



**Parvinbhai Patel**  
Independent Director



**Shamsher Singh Uppal**  
Independent Director



**Dr. Rajni Sarin**  
Independent Director



## THE BOARD OF DIRECTORS - BRIEF PROFILES

### CHAIRMAN & MANAGING DIRECTOR

**Shri Ramesh Narain Misra** is associated with SJVN Limited since 21st May 2010 when he joined as the Director (Civil). He holds M. Tech. Degree in Water Resources Engineering from IIT, Delhi and a Masters in Business Administration from IGNOU, in addition to dual Bachelor Degrees in Civil Engineering and Science. He has more than 37 years of experience in Power Sector. Prior to joining SJVN, he was Executive Director in NHPC Limited. His areas of specialization include Project Planning & Appraisal, Environmental Issues, Project Management, Project Monitoring, Contract Management and Execution of large hydropower projects including commercial aspects and policy issues related to Power Sector.

As Chairman & Managing Director, he is overall in-charge of company's affairs. His most significant achievement as Director (Civil) is the successful completion, commissioning and commercial operation of 412 MW Rampur HEP. He brought perceptible and innovative improvements in systems, contract management and progress of all activities of Rampur HEP which resulted in upgradation of rating of the Rampur HEP by World Bank twice during his tenure as Director (Civil). He ensured implementation of highest standards for environment management and measures for mitigation of likely adverse effects. Under his guidance and directions, a system of standardized Schedule of Rates and bidding document for Infrastructural Works and Model Technical Specifications for Major Civil Works were evolved and adopted; resulting in major systematic improvements. As an avid and keen Board member, he was instrumental in shaping and guiding Company's future strategies and policies. He has actively contributed in diversification of SJVN into Thermal, Wind and Solar energy and also in bagging of various cross border projects in Bhutan and Nepal.

Shri Misra has contributed more than 35 papers on wide range of subjects like Technology, Environment, Social Issues, Contracts, Project Management and Hydropower Policy in various Journal and National / International Conferences and Seminars.

### FUNCTIONAL DIRECTORS

**Shri Amarjit Singh Bindra** is on our Board as Director (Finance) since 9th December 2010. Prior to joining the company, he was General Manager (Finance) in Delhi Metro Rail Corporation Limited. He has about 33 years of experience in NHPC, THDC and DMRC. Shri Bindra has wide experience in Financial planning, appraisal, getting clearances, Budgetary monitoring, contract management including commercial aspects and policy issues.

**Shri Nand Lal Sharma** is on our Board as Director (Personnel) since 22nd March 2011. Prior to the Board level appointment, Shri Sharma was working on deputation with the Company as the Executive Director (Human Resources) since July 2008. Shri Sharma holds a Masters Degree in Agriculture from HP Agriculture University, Palampur, Himachal Pradesh and Masters in Business Administration (MBA) from the University of Ljubljana, Slovenia. Prior to joining our Company, he was holding the position of Special Secretary (General Administration Department and Health) and Director Ayurveda with GoHP. As Director (Personnel), Shri Sharma is incharge of Human Resources functions including Personnel & Administration, Rehabilitation & Resettlement, Legal, Procurement, Corporate Communications etc.

**Shri Rakesh Kumar Bansal** is on our Board as Director (Electrical) since 31st Oct, 2012. Shri Bansal, is a graduate from the National Institute of Technology, Allahabad in Mechanical Engineering Degree and a Postgraduate Degree Holder in Marketing, Production and Development Studies from Indian Institute of Management, Kolkata. Prior to the Board level appointment, Shri Bansal had been holding the charge of Executive Director of the country's largest 1500 MW Nathpa Jhakri Hydro Power Station owned and operated by SJVN Limited, since Oct. 2011. Sh. Bansal was also posted in Quality Assurances and Inspection Department, Corporate Planning & Monitoring Deptt. and Commercial & System Operation Deptt in SJVN Corporate Office at Shimla. He has also served in Uttarakhand Power Corporation for 7 months as Executive Director and involved in Commercial set up in Uttarakhand Power Corporation. Before joining SJVN, he has rendered his 13 years services in various posts in BHEL Haridwar.

**Shri Kanwar Singh** is on our Board as Director (Civil) since 17th November 2015. He holds a Bachelor's degree in Civil Engineering (honours) from NIT, Kurukshetra. He has over 33 years of experience in Hydro Sector. Shri Singh joined NHPC in 1982 as Trainee Engineer, worked in various positions and rose to level of Executive Director. Before joining SJVN, he was Executive Director (Contracts, Arbitration) Division of NHPC Limited. He was involved in Construction of Dulhasti and Dhauliganga HE Projects of NHPC Ltd. at various levels. He was closely associated with award of works for various projects on packages as well as turnkey mode of implementation. He has rich experience of formulation of Conditions of Contract, evaluation of Bids, administration of Contracts and resolution of disputes through Dispute Board/Arbitration. As HoD of Consultancy and Joint Venture Division, Shri Singh was responsible for providing consultancy to other organisations and all inputs/support to JV/subsidiary companies having equity stake of NHPC. He was conferred with "Outstanding Public Officer" for the year 2010, by Construction Industry Development Council (CIDC).

### GOVERNMENT NOMINEE DIRECTORS

**Smt. Archana Agrawal**, Joint Secretary (Hydro), Ministry of Power, has been appointed as Nominee Director of Government of India on our Board, in place of Sh. Annirudh Kumar w.e.f. 29-02-2016. Smt. Agrawal, is a 1990 batch, Indian Administrative Services Officer of Uttar Pradesh cadre. She holds a Post Graduate Degree in Political Science, Master Degree in Business Administration with specialization in Financial Management and Bachelor Degree in Arts in History, Public Administration and Political Science. In addition, she has been well trained in diverse areas of Public administration and Management in a number of reputed National and International institutions. During her illustrious career of 26 years as an IAS officer, she has held various key administrative positions in Uttar Pradesh Government like - Secretary - Infrastructure & Investment, Industries, Taxation, Co-ordination, Food & Civil Supplies, Transport and Food & Drugs Departments., Special Secretary - Education and Industrial Development Departments, Vice Chairman - Varanasi Development Authority, Distt. Magistrate - Sultanpur, Bareilly, Aligarh, Ayodhya, Faizabad etc., Development Officer - Faizabad, Agra, Mainpuri etc.



**Shri Tarun Shridhar**, Additional Chief Secretary (MPP & Power), has been appointed as Nominee Director of Govt. of Himachal Pradesh on the Board of SJVN Limited w.e.f. 06.11.2015. Shri Shridhar, is a 1984 batch, Indian Administrative Services Officer of Himachal cadre. He holds M.Phil and Master's Degrees in English. In addition, he has acquired training and experience in diverse areas of Management from various prestigious educational and administrative Institutions of the country and abroad. Shri Shridhar has a vast experience of over 31 years and has served on many important administrative positions like - Financial Commissioner (Appeals), Principal Secretary - Forest, Industries, Revenue, Horticulture & Fisheries, Joint Secretary- Ministry of Agriculture, Gol, Secretary Town & Country Planning, Urban Development & Animal Husbandry in Himachal Pradesh, Managing Director- State Tourism Corporation, HP, Director - Ministry of Petroleum & Gas, District Magistrate I, DC Mandi and Bilaspur etc.

## INDEPENDENT DIRECTORS

**Shri Ganesh Dutt** has been appointed as an Independent Director on the Board of our Company w.e.f. 27-11-2015. Sh. Dutt, holds a Post Graduate Diploma in Journalism & Mass Communication. He is Editor-in-Chief of Monal Times published from Shimla and also Chief Editor Deepkamal Sandesh Monthly Magazine. He is a renowned and respected Public Activist and Social Worker from the State of Himachal Pradesh who has led and participated in a number of campaigns for a Public cause. He has nearly 40 years experience in Social, Government and Public Service. Some of his noteworthy stints include- Vice Chairman with State Minister Level rank in Himachal Housing & Urban Development Authority from 1999 to 2003 & 2008 to 2012, Councillor of Municipal Corporation, Shimla 1986-1991, Member State Level Press Advisory Committee of Himachal Pradesh, Member State Level Press Accreditation Committee of Himachal Pradesh, President Upbhogata Sanrakshan Parishad Himachal Pradesh, Patron of Manas Kalyan Bahu-udashiya Society (NGO).

**Shri Parvinbhai Patel** has been appointed as an Independent Director on the Board of our Company w.e.f. 01-12-2015. Shri Patel holds a Bachelor's Degree in Electrical Engineering from Bhagalpur College of Engineering with a Gold Medal. Immediately after completion of his education, he joined the Bokaro Steel Plant where he was engaged in testing and commissioning of large electrical machinery in the steel plant. He joined CEA in 1975 and his field of experience included Thermal Power Planning, Regional Grid Operation, Enforcement of Electricity Rules and Monitoring of Hydro Power Projects. He was attached with Planning and Techno-economic appraisal of Thermal Power Plants. He was associated with site selection for Super Thermal Power Stations and World Bank appraisal team for the first Super Thermal Power Station at Singruli (U.P.). He also worked in the Regional Inspectorial Organization of CEA and was responsible for enforcement of Electricity Rules and according approval for energisation of HT equipment. He worked in various capacities in the Regional Electricity Boards discharging key assignments. He also worked in Narmada Control Authority, overseeing implementation of Canal Head & River Bed Power Houses of Sardar Sarovar Project as well as monitoring of progress of other Hydel Projects in Narmada basin. He also initiated work of establishment of Energy Management Centre of NCA at Indore. During his 34 years of service in CEA, he had visited a number of foreign countries on study tours. He led a group of engineers from CEA and other Power Utilities to U.S., Canada and European Countries on a study tour of Commercial and Regulatory aspects of electricity industry in these countries. After completing about 34 years of service in the CEA, he joined the Gujarat Electricity Regulatory Commission (GERC) in 2009, initially as Technical Member and later as the Chairperson of the Commission. Apart from other regulatory functions, during his tenure in the Commission, he took keen interest in promotion of Renewable Sources of Energy such as Wind and Solar Power, encouraging competition in the electricity sector and Efficient use of electricity.

**Sh. Shamsher Singh Uppal** has been appointed as an Independent Director on the Board of our Company w.e.f. 03-12-2015. Sh. Uppal, is a retired IAS Officer. He holds a Bachelor's Degree in Mechanical Engineering and his areas of specialization include Urban Development and rehabilitation of Dam oustees. He has been well trained in diverse areas of Public Administration and Management in a number of reputed national and international institutions like LBSNAA, Mussoorie, IIM, Bangalore, IIM Ahmedabad, Birmingham University etc. During his 21 years of service as an IAS Officer he served on a number of key administrative positions in Government of Madhya Pradesh, including:- Managing Director - MP Agriculture Produce Marketing Board, MP Handicrafts Development Corporation, Secretary - Housing & Environment Department, Human Rights Commission, Home Department, Secretary to Chief Minister, Registrar of Cooperative Societies, Director Narmada Valley Urban Development Authority, Commissioner Municipal Corporation of Bhopal, Collector, District Magistrate, Administrator etc. in various Districts/ Department. For his distinguished services he was awarded for planned development in New Bhopal as Administrator Capital Project Bhopal and for best Rehabilitation of Sardar Sarovar Dam oustees as Director (rehabilitation) Narmada Valley Development Authority Madhya Pradesh.

**Dr. Rajni Sarin** has appointed as an Independent Director on the Board of our Company w.e.f. 03-12-2015. Dr. Sarin is doctor (MBBS, DGO, FICMCH) by qualification; however her areas of service and experience extend far beyond her professional qualifications. A widely travelled person and a prolific writer, she happens to be a distinguished social activist and worker. As a Chairperson, Member, Patron of numerous State level and National Level Social Service organizations, she has dedicated a greater part of life and career for Social Welfare and upliftment. She has been ex-member in Medical Benefit Council of ESI, Member advisory Committee of Governor of U.P., Member Jila Vidhik Sewa Pradhikaran etc. She also has administrative experience as Head of various Social Welfare organization. She has not only excelled her Medical profession but has also received numerous National and International distinctions, awards and accolades in recognition of her distinguished services to the Society. Some of her noteworthy achievements include - Recipient of Highest National Award for Family Planning, Child Welfare and Community Service 1998-99 from IMA; Vishishta Chikitsa Medal From Association of college of Chest Physician in Hyderabad 1996 for organizing free health checkup; Best state Co-Ordinator award from Indian Health Mission Madras, Tamilnadu 1991, Bharat Excellence Award for outstanding services to society by Friendship Forum; at New Delhi in year 2015, Certificate of appreciation -for providing quality services at urban poor By - Geeta Pillai, Director U.H.I, team U.P. Government 2014; "Gold Record of Achievement Award" from International Society of America; Many Awards received from I.M.A. for various activities & social service; Biography published in "Who is Who" Asia, England & America. Present position in I.M.A. as International Co-Ordinator



## CONTENTS

1. Selected Financial Information	04
2. Notice	05
3. Chairman's Letter to Shareholders	14
4. Directors' Report	16
5. Management Discussion and Analysis	24
6. Report on Corporate Governance	31
7. Compliance Certificate on Corporate Governance	39
8. Report of Secretarial Auditors	51
9. Independent Auditor's Report on Standalone Financial Statements	53
10. Comments of the C&AG of India on Standalone Financial Statements	57
11. Standalone Financial Statements	58
12. Indian Subsidiary - SJVN Thermal Private Limited	83
13. Foreign Subsidiary - SJVN Arun-3 Power Development Co. Pvt. Ltd.	110
14. Independent Auditor's Report on Consolidated Financial Statements	121
15. Comments of the C&AG of India on Consolidated Financial Statements	124
16. Consolidated Financial Statements	125
17. Form of Proxy	
18. Attendance Slip	

## REFERENCE INFORMATION

<b>Company Secretary</b>	: Soumendra Das
<b>Statutory Auditors</b>	: M/s Soni Gulati & Co., Chartered Accountants
<b>Cost Auditors</b>	: M/s Chandra Wadhwa & Co., Cost Accountants
<b>Secretarial Auditors</b>	: M/s Agarwal S. & Associates, Company Secretaries
<b>Registered &amp; Corporate Office</b>	: SJVN Corporate Office Complex, Shanan, Shimla - 171 006 Himachal Pradesh
<b>Shares Listed at</b>	: National Stock Exchange Limited Bombay Stock Exchange Limited
<b>Depositories</b>	: National Securities Depository Limited Central Depository Services (India) Limited
<b>Bankers</b>	: State Bank of India Yes Bank Central Bank of India IDBI Bank Oriental Bank of Commerce AXIS Bank Punjab National Bank





## SELECTED FINANCIAL INFORMATION\*

(₹crore)

	2015-16	2014-15#	2013-14	2012-13	2011-12
<b>A. Revenue</b>					
Revenue from operations(net)	2498.49	2817.53	1873.58	1682.10	1927.50
Other Income	409.72	438.39	237.14	234.52	209.29
Total Revenue	2908.21	3255.92	2110.72	1916.62	2136.79
<b>B. Expenses</b>					
Employees Benefits Expense	216.40	199.57	123.75	109.54	111.15
Other Expenses	228.19	184.13	145.38	121.77	137.37
Profit before deprecation, finance cost , exceptional items, rate regulated activities and tax	2463.62	2872.22	1841.59	1685.31	1888.27
Depreciation and Amortization Expense	677.16	641.00	474.52	446.67	446.00
Profit before finance cost, exceptional items, rate regulated activities and tax	1786.46	2231.22	1367.07	1238.64	1442.27
Finance Costs	208.95	55.08	28.88	54.06	83.65
Profit before exceptional items, rate regulated activities and tax	1577.51	2176.14	1338.19	1184.58	1358.62
Exceptional Items (+) income (-) loss	-	(132.28)	-	-	(12.73)
Profit before rate regulated activities and tax	1577.51	2043.86	1338.19	1184.58	1345.89
Rate Regulate Income	127.61	3.39	-	-	-
Profit before tax	1705.12	2047.25	1338.19	1184.58	1345.89
Tax (Net)	296.64	370.50	223.56	132.24	277.21
Profit after tax	1408.48	1676.75	1114.63	1052.34	1068.68
Dividend	455.03	434.35	405.39	397.12	388.84
Dividend Tax	92.63	89.71	68.90	67.49	63.08
Retained profit	860.82	1152.69	640.34	587.73	616.76
<b>C. Assets</b>					
Fixed assets(net block)					
Tangible assets	8411.46	9052.16	5668.25	5819.12	6228.89
Intangible assets	0.88	0.22	0.41	0.71	0.93
Capital work-in-progress including Intangible Assets under Development	341.05	252.58	3925.79	2981.54	2022.96
Total Fixed Assets (Net block)	8753.39	9304.96	9594.45	8801.37	8252.78
Investments (Non-current)	470.47	11.38	4.95	4.94	-
Deferred Tax Assets (Net)	352.63	285.37	226.76	169.82	121.77
Long-term loans and advances	207.69	188.84	158.74	147.93	179.94
Other non-current assets including regulatory assets	125.36	5.84	11.03	0.67	0.93
Current assets	5470.42	4798.06	3561.62	3364.61	3561.31
Total Assets	15379.96	14594.45	13557.55	12489.34	12116.73
<b>D. Liabilities</b>					
Long-term borrowings	2464.06	2453.42	2213.51	1876.27	1501.34
Other Long-term liabilities and provisions	953.78	945.31	935.31	1005.12	990.54
Current liabilities	898.26	992.68	1358.38	1197.94	1802.57
<b>E. Net-worth</b>					
Share Capital	4136.63	4136.63	4136.63	4136.63	4136.63
Reserves & surplus	6927.23	6066.41	4913.72	4273.38	3685.65
Net-worth	11063.86	10203.04	9050.35	8410.01	7822.28
Total Liabilities	15379.96	14594.45	13557.55	12489.34	12116.73
<b>F. Number of employees</b>	1750	1819	1869	1792	1822
<b>G. Ratios</b>					
Return on net worth (%)	12.73%	16.43%	12.32%	12.51%	13.66%
Book Value per Share (₹)	26.75	24.67	21.88	20.33	18.91
Earnings per share (₹)	3.40	4.05	2.69	2.54	2.58
Current ratio	6.09	4.83	2.62	2.81	1.98
Debt to equity	0.22	0.24	0.24	0.22	0.19

\* Standalone

# Figures regrouped as per guidance note of ICAI on Rate Regulated Activities



Annual Report 2015 - 16

## SJVN LIMITED

CIN: L40101HP1988GOI008409

**Registered Office:** SJVN Corporate Office Complex, Shanan, Shimla - 171 006, Himachal Pradesh

**Telephone:** +91 177 2660075, **Fax:** +91 177 2660071

**Email:** [investor.relations@sjvn.nic.in](mailto:investor.relations@sjvn.nic.in), **Website:** [www.sjvn.nic.in](http://www.sjvn.nic.in)

### NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of the Members of SJVN Limited will be held on **22nd September 2016, Thursday at 1500 HRS at Hotel Peterhoff, Chaura Maidan, Shimla - 171004, Himachal Pradesh** to transact the following businesses:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the year ended 31st March, 2016 together with the Balance Sheet and Statement of Profit and Loss for the financial year ended as on that date together with Reports of the Board of Directors and Auditors thereon and comments of the Comptroller and Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013.
2. To confirm the payment of Interim Dividend of ₹0.63 per share and to declare the final dividend on equity shares for the financial year 2015-16.
3. To appoint a Director in place of **Shri Rakesh Kumar Bansal [DIN 06395552]**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of **Shri Amarjit Singh Bindra [DIN 03358160]**, who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

**5. Appointment of Shri Ganesh Dutt as Independent Director:**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary 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, the appointment of **Shri Ganesh Dutt (DIN 07352765)** as an Independent Director of the Company w.e.f. 27th November 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

**6. Appointment of Shri Pravinbhai Patel as Independent Director:**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary 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, the appointment of **Shri Pravinbhai Patel (DIN 07355838)** as an Independent Director of the Company w.e.f. 1st December 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 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 Shamsher Singh Uppal as Independent Director:**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary 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, the appointment of **Shri Shamsher Singh Uppal (DIN 07358375)** as an Independent Director of the Company w.e.f. 3rd December 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 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. Rajni Sarin as Independent Director:**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary 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, the appointment of **Dr. Rajni Sarin (DIN 07358450)** as an Independent Director of the Company w.e.f. 3rd December 2015 by the President of India vide Ministry of Power, Government of India's order No. 29/10/2015-H-II dated 17th November 2015 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."



**9. Ratification of remuneration of Cost Auditor for financial year 2016-17**

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

**"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 Rs 1,50,000/-plus Service Tax as applicable plus Out of pocket expenses incurred in connection with the cost audit to be paid to M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, Cost Auditors of the Company for the financial year 2016-17, 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

Regd. Office: Shimla

Date: 29th July, 2016

(Soumendra Das)  
Company Secretary  
FCS-4833

**NOTES:-**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting, i.e. latest by **(03:00 PM)** on, the **20th September 2016**. Blank proxy form is enclosed.
3. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. With effect from April 01, 2014, inter-alia, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Therefore, the Directors to retire by rotation have been re-ascertained on the date of this notice.
5. As required by Clause 49 of the Listing Agreement(s), the relevant details of **Shri Rakesh Kumar Bansal [DIN 06395552]** and **Shri Amarjit Singh Bindra [DIN 03358160]** retiring by rotation and seeking re-appointment under items no. 3, & 4 of the Notice respectively. 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.
6. None of the Directors of the Company are anywhere related with each other.
7. Members are requested to:
  - (i) Note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - (ii) Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - (iii) Deliver duly completed and signed Attendance Slip and hand them over at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the attendance slip. Photocopies of Attendance Slip will not be entertained for issuing entry slip for attending Annual General Meeting.
  - (iv) Polling Slips/ Forms, if required, shall be provided at the venue of the Meeting.
  - (v) Quote their Folio No. or Client ID & DP ID Nos. in all correspondence.
  - (vi) Note that due to strict security reasons, mobile phones, eatables and other belongings are not allowed inside the Auditorium.
  - (vii) Note that no gifts/coupons will be distributed at the Annual General Meeting.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **16th September 2016 (Friday) to 22nd September 2016 (Thursday)** (both days inclusive).





10. **The Board has recommended a Final Dividend @ ₹0.47 per share at its 246th meeting held on 27th May 2016. 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 15th September 2016 (Thursday).**
11. 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 **27th September 2016**.
12. 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.
13. 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.
14. The shareholders who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Alankit Assignments Limited, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants,
15. 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.
16. 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
17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Transfer Agents of the Company the prescribed Form (Form SH-13 in duplicate) of the Companies Share Capital and Debentures Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
18. Annual Listing fee for the year 2016-17 has been paid to the Stock Exchanges wherein shares of the Company are listed.
19. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and bank account to the Company's Registrar at the address given in Note No.13 above.
20. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - (ii) to the Company at its Registered Office or its Registrar & Transfer Agent, Alankit Assignments Limited in respect of their physical shares, if any, quoting their folio number.
21. **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.**
22. The annual report for 2015-16 along with the notice of Annual General Meeting, Attendance Slip and Proxy Form 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 unless where any member has requested for the physical copy.
23. Members who have not registered their Email IDs, physical copies of the annual report 2015-16 along with the notice of Annual General Meeting, Attendance Slip and Proxy Form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website **www.sjvn.nic.in** and at **www.cdslindia.com** for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor Email Id viz. **investor.relations@sjvn.nic.in**.
24. Members who do not wish to vote through electronic means can cast their vote in person or through proxy via Ballot facility provided at the venue of the Annual General Meeting.

#### **VOTING THROUGH ELECTRONIC MEANS AND BALLOT**

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013 as well as Regulation 44 of SEBI (LODR) Regulations, 2015, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
2. The notice of annual general meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on **19th August 2016**.



3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/client Id, irrespective of the number of joint holders.
4. The Company has appointed **Mr. D.P. Gupta**, Practicing Company Secretary, as the scrutinizer for conducting the e-voting and ballot process in the fair and transparent manner.
5. The scrutinizer will submit his final report on votes casted through Ballot & e-voting to Chairman of the Company within 48 hours of the conclusion of e-voting period.
6. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after Annual General Meeting within the prescribed time limits.
7. The result of the e-voting will also be placed at the website of the Company viz. **www.sjvn.nic.in** and also on **www.cdslindia.com**.
8. The scrutinizer's decision on the validity of e-voting and ballot will be final.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins **9.00 a.m** on **19th September 2016** and ends on **5.00 p.m., 21st September 2016**. 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 **15th September 2016**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the remote e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on a separate slip attached to this notice.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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 as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 remote 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.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SJVN Limited on which you choose to vote.