



दादरा नगर हवेली एवं दमन दीव ऊर्जा निगम लिमिटेड

DNH and DD Power Corporation Ltd.

(Formerly known as DNH Power Distribution Corporation Ltd.)

(A Government Undertaking)

CIN: U40100DN2012G01000405

DNHPDCL/06/2012/444

Date: 20/09/2022

To,
All Members,
DNH and DD Power Corporation Limited
(formerly known as DNH Power Distribution Corporation Limited)

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

Notice is hereby given that the 10th Annual General Meeting of the members of DNH and DD Power Corporation Limited (DNHDDPCL) (formerly known as DNH Power Distribution Corporation Limited) will be held on shorter notice on Friday, September 30, 2022 at 1:00 PM (after conclusion of the 40th Board meeting) in the Conference Hall, Vidyut Bhavan, Daman to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2022, together with the Board's Report and Auditors' report thereon along with Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013
2. To fix remuneration of Statutory Auditors for the financial year 2022-23:
"RESOLVED THAT the Board of Directors be and are hereby authorized to approve the Statutory Audit fees of the Statutory Auditors appointed by the C&AG on recommendation of the Audit Committee for FY 2022-23"

II. SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2023 and to pass the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and recommendation of the Audit Committee and the Board of Directors, audit fees of Rs. 68,440/- inclusive of all taxes be paid to the Cost Auditors for the financial year ending 31st March, 2023 be and is hereby ratified."

By order of the Board of Directors,

Company Secretary
DNHDDPCL (formerly DNHPDCL)

Date: 20/09/2022

Place: Silvassa

Copy to:

पंजीकृत कार्यालय: विद्युत भवन, ६६ केवी रोड, सचिवालय के पास, आमली, सिलवासा – ३९६२३०.

Regd. Office: Vidhyut Bhavan, 66 KV Road, Near Secretariat, Amli, Silvassa – 396230.

Tele.: (0260) 2406500 | Email: cs.dnhpdcl@gov.in | Website: www.dnhddpcl.in

“बिजली की बचत ही बिजली का उत्पादन है। ENERGY IS LIFE, CONSERVE IT.”



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1. PS to the Hon'ble Administrator, DNH & DD/ Chairman, DNHDDPCL/ Member DNHDDPCL for kind information of the Hon'ble Chairman.
2. PS to the Hon'ble Advisor to the Hon'ble Administrator DNH & DD/ Director DNHDDPCL/ Member DNHDDPCL for kind information, with a request to attend the meeting.
3. PS to Finance Secretary, DNH & DD/ Director DNHDDPCL/ Member DNHDDPCL for kind information, with a request to attend the meeting.
4. PS to Collector, Daman/ Woman Director & Member DNHDDPCL with a request to attend the meeting.
5. PS to Collector, DNH/ Director, DNHDDPCL for kind information.
6. PS to the Managing Director, DNHDDPCL/ Secretary (Power)/Member, DNHDDPCL for kind information of the MD, DNHDDPCL.
7. Joint Secretary (Finance), DNH/ Member, DNHDDPCL with request to attend the meeting.
8. Shri Hemanshu Kapadia, Independent Director, DNHDDPCL.
9. Shri P. Pentayya, Independent Director, DNHDDPCL.
10. Shri Vijay Kulkarni, Independent Director, DNHDDPCL.
11. Chief Engineer, DNHDDPCL/ Member, DNHDDPCL for information.
12. Superintending Engineer (Ele), DNHDDPCL for information.
13. PA to the Managing Director, DNHDDPCL / Secretary (Power), DNH & DD for arranging of hall for facilitating of the General Meeting on the above mentioned date and time.
14. Statutory Auditors and Secretarial Auditors with request to attend the EGM
15. IT Engineer, DNHDDPCL for hosting on website of DNHDDPCL in terms of Clause 1.2.3 of SS-2- General Meetings issued by ICSI in pursuance of the Companies Act, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Pursuant to Section 139 of Companies Act, 2013, the Auditors of a Government Company are to be appointed/reappointed by the Comptroller and Auditor General (C&AG) of India and, in terms of provisions contained in Companies Act 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine.
4. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday) between 11.00 A.M. to 1.30 P.M upto the date of Annual General Meeting and the same along with other documents as required under the applicable law will also be available for inspection at the time of AGM of the Company at the venue of the meeting.

पंजीकृत कार्यालय: विद्युत भवन, ६६ केवी रोड, सचिवालय के पास, आमली, सिलवासा - ३९६२३०.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("THE ACT")

AGENDA ITEM NO. 3

As per the transfer scheme published in the official gazette of the UT administration of DNH & DD (vide notification no. 1 (FTS-118044)/Electricity Distribution/Privatisation/2022/411) dated 09/03/2022 the electricity distribution and retail business is privatized, hence the scope of work of the cost auditor has been reduced. Accordingly, the discussion meeting has been held on 15/06/2022 with Shri B.F. Modi, Cost Auditor for discussing the scale of fees considering the scale of work and it has been agreed at Rs. 68,440/- all inclusive. The fees for Cost Audit has been calculated considering the scope of work, man days required and as per the guidelines prescribed for remuneration by the Institute of Cost Accountants/ other professional institute. The Audit fees as compared to previous financial year has been reduced to Rs. 68,440/- all inclusive from Rs. 82,600/- all inclusive (reduced by 17%). M/s. B.F. Modi & Associates has submitted its willingness for the appointment as the Cost Auditor for FY 2022-23 vide its letter dated 15/06/2022.

The Board has approved in its 40th Board meeting the appointment and remuneration of M/s B. F. Modi & Associates, Cost Accountant, Vapi as Cost Auditors to conduct the audit of the cost records of the Corporation for the financial year ending March 31, 2023 upon the recommendations of the Audit Committee in its 24th meeting.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2023.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board proposes the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

By order of the Board of Directors,

Company Secretary
DNHDDPCL (formerly DNHPDCL)



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Proxy Form
(Form No. MGT-11)

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

CIN: U40100DN2012GOI000405

Name of the Company: DNH and DD Power Corporation Limited (DNHDDPCL)
(Formerly known as DNH Power Distribution Corporation Limited)

Registered Office: Vidyut Bhavan, 66 KV Road, Near Secretariat, Amli, Silvassa - 396230

Name of the member(s) :
Registered Address :
E-mail ID :
Folio No/Client ID :
DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name:
Address:
Email-id:
Signature : _____, or failing him

2. Name:
Address:
Email-id:
Signature : _____, or failing him

3. Name:
Address:
Email-id:
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting to be held on the Friday, September 30, 2022 at 1:00 PM in the Conference Hall, Vidyut Bhavan, Daman and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolution	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2022, together with the Board's Report and Auditors report		

पंजीकृत कार्यालय: विद्युत भवन, ६६ केवी रोड, सचिवालय के पास, आमली, सिलवासा - ३९६२३०.
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	thereon along with Comments of the Comptroller & Auditor General of India, in terms of Section 143(6) of the Companies Act, 2013 (Ordinary Resolution)		
2	To fix remuneration of Statutory Auditors for the financial year 2022-23. (Ordinary Resolution)		
3	To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2023 (Ordinary Resolution)		

Signed this.....day of 2022

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.