



डीएनएच और डीडी पावर कॉर्पोरेशन लिमिटेड

DNH and DD Power Corporation Ltd.

(Formerly known as DNH Power Distribution Corporation Ltd.)

(A Government Undertaking)

CIN: U40100DN2012G01000405

DNHPDCL/06/2012/ 202

Date: 25/09/2024

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

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th 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 Monday, September 30, 2024 at 01:00 AM/PM (after conclusion of the 47th 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 March 31, 2024, together with the Directors' 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 authorise the Board of Directors on recommendation of the Audit Committee to fix remuneration of Statutory Auditors of the Company for the Financial Year 2024-2025 in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India and in terms of the provisions of Section 139(5) and Section 142 of the Companies Act, 2013.

II. SPECIAL BUSINESS:

3. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2025 and to pass the following Ordinary Resolution with or without modifications:

"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, 2025 be and is hereby ratified."

4. To ratify the appointment of Shri _____, Shri _____ & Shri _____ as Independent Director for the term of 5 consecutive years and to pass the following ordinary resolution with or without modifications:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013

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

"विजली की बचत ही विजली का उत्पादन है। ENERGY IS LIFE, CONSERVE IT."



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("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time Shri _____, Shri _____ and Shri _____, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Corporation and not liable to retire by rotation and to hold office for a term of five (5) consecutive years on the Board of the Company, be and is hereby appointed as Independent Directors of the Corporation"

By order of the Board of Directors,

Company Secretary
DNHDDPCL (formerly DNHPDCL)

Date: 25/09/2024

Place: Silvassa

Copy to:

1. PS to the Hon'ble Administrator, DNH & DD/ Chairman, DNHDDPCL/ Member DNHDDPCL for kind information of the Hon'ble Chairman, with a request to attend the meeting.
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, DNH/ Director, DNHDDPCL for kind information.
5. PS to OSD/ Woman 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. Chief Engineer, DNHDDPCL/ Member, DNHDDPCL for information.
11. Chief Financial Officer, 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 AGM
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

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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.

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

AGENDA ITEM NO. 3

The Board has approved 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, 2025 upon the recommendations of the Audit Committee.

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, 2025.

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.



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AGENDA ITEM NO. 4

Shri. Hemanshu Kapadia, has been appointed as Independent Director for the term up to five years w.e.f. 01.04.2014 to 31.03.2019. Further, Shri. P. Pentayya, has been appointed as Independent Director for the term up to five years w.e.f. 08.08.2014 to 08.08.2019. Further, both the Independent Director's has been reappointed in the 7th AGM for second term of five years till 12th AGM. Accordingly, the term of five years of Shri Hemanshu Kapadia and Shri. P. Pentayya will end in this AGM. Inter-alia as per Section 149(11) of the Companies Act, 2013, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Section 149(10) & (11) of the Companies Act, 2013 dealing with tenure of Independent Directors –

“Subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's Report.”

“Notwithstanding anything contained in sub-section (10), no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.”

Article 55(a) of Articles of Association of the Corporation deals with appointment of Directors is reproduced as below-

“All the Directors shall be appointed by the Administrator, Dadra & Nagar Haveli. However, while considering the above appointments, the individuals occupying the following post in the U.T. Administration may be considered for the post of Directors subject to their eligibility and provisions of the Companies Act as applicable to the Corporation from time to time.

1. Development Commissioner
2. Finance Secretary
3. Collector, D&NH
4. Secretary Power
5. Managing Director, OI DC

Further, the Administrator shall also appoint at least one third of the total strength of the Directors who are qualified professionals in the respective areas as Independent Directors on the Board as part of the Corporate Governance and also to comply with the requirement of the Audit Committee as prescribed under the Companies Act, 2013 or any amendment thereof from time to time.”



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Accordingly, as per Article 55(a) of AOA of the Corporation, the Administrator shall also appoint at least one third of the total strength of the Directors who are qualified professionals in the respective areas as Independent Directors on the Board as part of the Corporate Governance.

As the second term of both the Independent Directors namely, Shri Hemanshu Kapadia and Shri P. Pentayya has expired on the Board of the Corporation in this AGM. Also the Corporation, fulfils the above mentioned conditions, hence the appointment of three Independent Director is mandatory for the Corporation. As per the provisions of the Articles of Association of the Corporation, the Competent Authority for appointment of Independent Directors is the Hon'ble Administrator of Dadra & Nagar Haveli.

Sitting fees of Rs. 15,000/- per meeting is payable to the Independent Directors as already approved by the Board in its 17th meeting and in compliance of the Companies Act, 2013.

Accordingly, consent of the members is sought for passing a resolution as set out at Item No. 4 of the Notice for ratification of the appointment of Shri _____, Shri _____ & Shri _____ as Independent Director for the term of 5 consecutive years.

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. 4 of the Notice.

The Board proposes the Ordinary Resolution set out at Item No. 4 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: U40100DN2012GO1000405

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 12th Annual General Meeting to be held on shorter notice on Monday, September 30, 2024 at 01:00 AM/PM (after conclusion of the 47th Board meeting) 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		



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	ended 31 st March, 2024, together with the Directors 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. (Ordinary Resolution)		
2	To authorise the Board of Directors on recommendation of the Audit Committee to fix remuneration of Statutory Auditors of the Company for the Financial Year 2024-2025 in compliance with the orders and directions of appointment by the Comptroller and Auditor-General of India and in terms of the provisions of Section 139(5) and Section 142 of the Companies Act, 2013. (Ordinary Resolution).		
3	To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2025. (Ordinary Resolution)		
4	To ratify the appointment of Shri _____, Shri _____ & Shri _____ as Independent Director for the term of 5 consecutive years. (Ordinary Resolution)		

Signed this.....day of 2024
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.

