



दादरा नगर हवेली ऊर्जा वितरण निगम लिमिटेड

(सरकार का उपक्रम)

DNH POWER DISTRIBUTION CORPORATION LTD.

(A GOVERNMENT UNDERTAKING)
CIN : U40100DN2012GOI000405

DNHPDCL/2015/4103

Dt: 03/11/2015

To,
All Members,
DNHPDCL

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting of the members of DNH Power Distribution Corporation Ltd will be held on Tuesday, 17th November 2015 at 4.00 P.M. in the Conference Hall, Secretariat, Silvassa to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, 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 declare a dividend on equity shares.
3. To fix remuneration of Statutory Auditors appointed by Comptroller & Auditor General of India for the financial year 2015-16.

II. SPECIAL BUSINESS:

4. To appoint Shri. Hemanshu Kapadia (DIN:06482858) as an Independent Director and to pass the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Shri. Hemanshu Kapadia (DIN: 06482858) as Independent Director for term upto five consecutive years w.e.f. 1st April 2014 be and is hereby ratified.”

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 2016 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, the remuneration of Rs. 1,00,000/- plus out of pocket expenses plus service tax plus cost of XBRL filing fees approved by the Board to the Cost Auditors for the financial year ending 31st March 2016 be and is hereby ratified.”

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6. To consider alteration in the objects clause of Memorandum of Association and pass the following resolution with or without modification as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the main object clause of the Memorandum of Association be altered by addition of following new sub-clause (iv) after sub-clause (iii) of Clause 1 (A) of main object:

iv) "The business of generating non-conventional source of energy to comply with the CERC/JERC regulations and instructions."

"RESOLVED FURTHER THAT heading namely Clause (C) Other object of Object Clause of Memorandum of Association be deleted and remnant existing sub clauses No. 40 & 41 of Clause (C) be shifted to Clause (B) Object incidental or ancillary to the attainment of the main objects of Object Clause of Memorandum of Association."

"RESOLVED FURTHER THAT on shifting of sub clauses No. 40 & 41 of Clause (C), the Clause (B) Object incidental or ancillary to the attainment of the main objects be altered by addition of new sub clause No. 40 & 41 after sub clause 39 of Clause (B)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Company Secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Gujarat."

By order of the Board of Directors


(Vitthal Chavan)
Company Secretary

Date: 03/11/2015

Place: Silvassa

पंजीकृत कार्यालय : प्रथम तल, विद्युत भवन, सचिवालय के सामने, सिलवासा - ३९६२३०

Regd. Office : First Floor, Vidhyut Bhavan, Opp. Secretariat, Silvassa - 396230

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Copy to:

1. PS to Hon'ble Chairman, Secretariat, Silvassa for kind information of Hon'ble Chairman.
2. PS to Managing Director, DNHPDCL for kind information of MD, DNHPDCL.
3. PS to Finance Secretary, DNH/Director, DNHPDCL for kind information please.
4. PS to Collector, DNH/Director, DNHPDCL for kind information please.
5. PS to Shri. Umesh Kumar, IAS/Member, DNHPDCL with request to attend the meeting
6. Director (Accounts), DNH/Member, DNHPDCL with request to attend the meeting
7. G.M. (Fin & HR), DNHPDCL
8. S.E. (Ele), DNHPDCL
9. Statutory Auditor, Secretarial Auditor with request to attend the AGM
10. Shri. Arun Patel, JE for hosting on website of DNHPDCL 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. In pursuance of the same, C&AG of India had appointed M/s. Agrawal & Dhandhania., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2015-16.
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.



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

AGENDA ITEM NO. 4

Shri. Hemanshu Kapadia, Practising Company Secretary and an expert in secretarial and legal has been appointed as Independent Director of the Corporation vide Order No. DNHPDCL/2012/01/03 dt. 15.02.2013 issued by the Administrator of Dadra & Nagar Haveli. The said appointment was made in pursuance of the provisions of the Companies Act, 1956 and existing Articles of Association.

The Companies Act, 2013 replaced old Companies Act, 1956. The new Companies Act came into force w.e.f. 1st April 2014. The provisions like the tenure of appointment, approval of independent directors in general meeting of members were not mentioned in old Companies Act, 1956.

Now, therefore it is proposed that re-appointment of Shri. Hemanshu Kapadia, Independent Director in terms of Companies Act, 2013 be ratified by the members.

The Board of Directors has approved appointment of Shri. Hemanshu Kapadia as Independent Director of the Corporation. As per Section 150(2) of the Companies Act, 2013, the appointment of Independent Director needs to be approved by members in general meeting.

Shri. Hemanshu Kapadia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri. Hemanshu Kapadia that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Shri. Hemanshu Kapadia possesses appropriate skills, experience and knowledge, inter alia in the secretarial, accounts and finance sector.

In the opinion of the Board, Shri. Hemanshu Kapadia fulfills the conditions for his appointment as an Independent Director as specified in the Act and the rules thereunder and that the proposed director is independent of the management.

No Director/ Key Managerial Personnel except Shri. Hemanshu Kapadia, is in any way concerned or interested, financially or otherwise in the proposed resolution.

The Board proposes the Ordinary Resolution set out at Item No. 4 of the Notice for approval of members.

Handwritten signature



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AGENDA ITEM NO. 5

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, 2016.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

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. 5 of the Notice.

The Board proposes the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

AGENDA ITEM NO. 6

The Administration of Dadra & Nagar Haveli vide notification no. 1-1(594)/ELE/2013/697 dt. 07.03.2013 published "DNH Electricity Reforms Transfer Scheme, 2013" and transferred distribution and allied activities of the Electricity Dept., DNH to newly incorporated DNH Power Distribution Corporation Ltd. Schedule A of the above notification at Sr. No. 5 describes the functions transferred to the Company.

"The business of generating non-conventional source of energy to comply with the CERC/JERC regulations and instructions"

The Corporation is engaged in the business of distribution of electricity and allied activities. As per JERC notification No. JERC-14/2010 dtd. 18.02.2014, the Corporation shall have to fulfil the Renewable Purchase Obligations for Solar and Non-Solar power purchase up to 3% each by 2021-22. To fulfil these mandatory requirements, one of alternative is setting up of generating plants for evacuation of energy through *conventional/non-conventional resources*. Presently, object clause of the Memorandum of Association is divided in three parts as under;-

- A. Main objects of the company to be pursued by Company on its incorporation.
- B. Objects incidental or ancillary to the attainment of the main objects.
- C. Other objects.

Clause no. 40 in other objects of the Memorandum of Association, inter-alia contains object for generation of electricity by conventional/non-conventional resources. To bring more

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clarity for undergoing activities of generation of energy by conventional resources, it is proposed that the following clause may be added as Clause no. iv) to 1 (A) Main objects of the Company.

iv) *"The business of generating non-conventional source of energy to comply with the CERC/JERC regulations and instructions"*

As per Section 4(1) (c) of the Companies Act, 2013, the Memorandum of Association of the Company shall state;-

- i. the objects for which the company is proposed to be incorporated and
- ii. Any matter considered necessary in furtherance thereof;

It is therefore proposed that clause no. 40 and 41 in Other Objects clauses of Memorandum of Association may be shifted to Objects incidental or ancillary to the attainment of the main objects after Sr. No. 39 and sub-heading (C) other objects will be deleted. Section 13 (1) of the Companies Act, 2013 provides that a company may, by a special resolution and after complying with the procedure specified in this section, alter the provisions of its Memorandum. The amended copy of Articles of Association is available for inspection at the registered office of the Corporation.

The Board proposes the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

By order of the Board of Directors

(Vitthal Chavan)
Company Secretary



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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 Power Distribution Corporation Ltd

Registered Office: 1st Floor, Vidyut Bhavan, Opp. Secretariat, 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 : _____



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting to be held on the _____ day of _____ at _____ a.m./p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolution	For	Against
1	To consider, approve and adopt the Audited Balance Sheet as at 31 st March 2015, Statement of the Profit and Loss Account and the Cash Flow Statement for the year ended 31 st March 2015 along with notes to accounts and the Reports of the Auditors and Board of Directors thereon. (Ordinary Resolution)		
2	To declare a dividend on equity shares(Ordinary Resolution)		
3	To fix remuneration of Statutory Auditors to be appointed by Comptroller & Auditor General of India for the financial year 2015-16. (Ordinary Resolution)		
4	To appointment of Shri. Hemanshu Kapadia as Independent Director of the Corporation (Ordinary Resolution)		
5	To ratify the remuneration of the Cost Auditors for the financial year ending March 2016(Ordinary Resolution)		
6	To consider alteration in the object clause of the Memorandum of Association (Special Resolution)		

Signed this.....day of.....2015.

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.

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