



MALANA POWER COMPANY LIMITED

Regd. Office: Village Chauki, Post Office Jari, District Kullu, Himachal Pradesh-175105, India

Corp. Office: Bhilwara Tower, A-12, Sector-1, Noida-201301, Uttar Pradesh, India

Corporate Identity Number: U40101HP1997PLC019959

Phone: 0120-4390300 (EPBAX), Fax : 0120-2536268 E-mail: arvind.gupta@lnjbhilwara.com

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of Malana Power Company Limited will be held on Thursday, the 24th day of September, 2020 at 12:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means for the transaction of the following businesses, in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India: -

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statement as at 31st March 2020, the Report of the Board of Directors and the Auditors thereon.
 - b) the audited consolidated financial statement as at 31st March 2020, and the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Knut Leif Bredo Erichsen (DIN: 07270992), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, 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) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company, the approval of the members of the Company be and is here by accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% (eleven percent) to 25% (twenty five percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.



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RESOLVED FURTHER THAT the overall remuneration paid to the existing managerial personnel shall not exceed their respective limits as already approved by the Board of Directors earlier and all the other existing terms and conditions of the appointment and remuneration of Chairman & Managing Director and Executive Director shall remain same as earlier approved by the Board and/or Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

4. **To approve the revision in the remuneration of Mr. Ravi Jhunjunwala, Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in continuation to the earlier resolution of the shareholders passed in the 19th Annual General Meeting on 29th September 2016, and pursuant to the provisions of Section 196, 197, 203 and any 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), read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Central Government, if any, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company, the approval of the members of the Company be and is hereby accorded for revision in the commission as explained below and payable w.e.f. 1st April 2020 and all the existing terms and conditions of the appointment and remuneration of Mr. Ravi Jhunjunwala (DIN 00060972), Chairman & Managing Director shall remain same as approved earlier:

Commission: Not more than 1.50 % of the net profits of the Company as computed in the manner laid down in Section 198 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, provided such amount of commission does not exceed the amount of commission otherwise would have been paid @ 1% of the net profits if the decision of interest waiver on the sub debt of Rs. 4,638 Million given to AD Hydro Power Limited was not taken. Provided further that the overall managerial remuneration including commission paid to him for the forthcoming financial years (i.e. FY 2020-21 and onwards) shall not exceed 25% of the net profits computed under section 198 of the Companies Act, 2013 and that the net profits of the Company shall be computed based upon the audited annual financial statements of each year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

5. **Appointment of Mr. Om Prakash Ajmera (DIN: 00322834) as Director**

To consider and if thought fit, to pass, with or without modification, the following resolution as **ordinary resolution:**



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“RESOLVED THAT Mr. Om Prakash Ajmera (DIN: 00322834), Chief Executive Officer and Chief Financial Officer, who was appointed by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company as an Additional Director (Whole Time Director designated as Executive Director) w.e.f. 4th February, 2020, in terms of Section 152 and 161 of the Companies Act, 2013, and who hold office as such upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and rules thereto.”

6. **Appointment of Mr. Om Prakash Ajmera (DIN: 00322834) as Whole Time Director, designated as Executive Director, CEO & CFO**

To consider and if thought fit, to pass, with or without modification, the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any 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), read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Om Prakash Ajmera (DIN 00322834) as Whole Time Director and he shall henceforth be designated as Executive Director, CEO & CFO of the company, liable to retire by rotation, upon the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, for a period of five years starting from 4th February 2020 to 3rd February 2025, as per the terms and conditions including remuneration within the limits laid down in Section I of Part II of Schedule V of the Companies Act, 2013 enumerated hereunder:

Mr. Om Prakash Ajmera, Executive Director, CEO & CFO	
Remuneration break-up components	
CATEGORY – A	
Monthly	Per month (Rs.)
Basic salary	7,42,875
House Rent allowance @ 50% of basic salary	3,71,438
Monthly Guaranteed Bonus (MGB)	3,87,480
Reimbursement of Driver expenses	15,000
Reimbursement of Medical expenses	1,250
CATEGORY – B	
1. Company’s contribution to Provident Fund, Superannuation Fund and Gratuity shall be as per policy / Scheme of the Company.	
2. Leave encashment as per policy of the Company.	



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3. Ex-gratia shall be payable annually equivalent to one month basic salary.
4. Leave Travel Allowance for self and family in accordance with rules specified by the company
5. Medical & Accidental Insurance as per the policy of the Company for self & family.
6. Loan and other benefits as per the Policy of the Company.
7. Fees of Clubs will be allowed as per Policy of the company. This will not include admission and life membership fees.
8. Credit Card Annual Charges / Fee subject to maximum of Rs.5, 000 per annum.

CATEGORY – C

Other benefits entitled on actuals are as below:

1. Company provided car along with fuel, maintenance, repairs and insurance paid as per policy of the company.
2. Water, Gas, Electricity, Telephone at residence & Mobile paid as per policy of the company.

1.The above is the existing remuneration structure of Mr. Om Prakash Ajmera which is being paid to him w.e.f. 1st April 2019.

2.The remuneration payable w.e.f. 1st April, 2020 will have increment on the above remuneration as per policy of the company not exceeding 20% of the present cost to company. First increment will be w.e.f. 1st April, 2020 on present salary and thereafter annually w.e.f. 1st April of every year on last drawn total salary.

RESOLVED FURTHER THAT in event of loss or inadequacy of profits under Section 197 of the Companies Act, 2013 in any financial year or years during the currency of tenure of service of Mr. Om Prakash Ajmera (DIN 00322834) as Whole Time Director, designated as Executive Director, CEO & CFO, his remuneration and perquisites set out aforesaid be paid or granted to him as minimum remuneration, provided that the total remuneration by way of salary, commission, perquisites and other allowances shall not exceed the applicable ceiling limit under Section II of Part II of the Schedule V and other applicable provisions of the Companies Act, 2013, as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT Mr. Om Prakash Ajmera shall be a Director subject to retirement by rotation during his tenure as an Executive Director; AND THAT if he is reappointed as Director immediately on retirement by rotation, he shall continue to hold office as an Executive Director and that the retirement by rotation and re-appointment shall not be deemed to constitute a break in his appointment as an Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors upon the recommendations of Nomination and Remuneration Committee of the Company be and is hereby authorized to vary and or/modify the terms and conditions including remuneration payable to Mr. Om Prakash Ajmera with his concurrence and within the limits as prescribed and approved by the members under the Companies Act, 2013 read with Schedule V thereto including any amendment, modification, variation or re-enactment thereof.



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

7. Ratification of Remuneration payable to Cost Auditors

To consider and if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to applicability of Cost Audit on the Company in terms of the Companies (Cost Records and Audit) Rules, 2014, M/s K. G. Goyal & Co. (Firm registration No. 000017) Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, be paid remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“**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
for **Malana Power Company Limited**

Arvind Gupta
Company Secretary
Membership No.: F7690
Registered Office:

Village Chauki, Post Office Jari, District Kullu,
Himachal Pradesh-175105, India
CIN:U40101HP1997PLC019959

Date: 1st September 2020
Place: Noida (U.P.)



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NOTES:-

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 3 to 7 above and the relevant details of the Directors seeking re-appointment/appointment as set out in Item no. 2, Item nos. 5 & 6 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a prerequisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the 23rd AGM of the Company is being conducted through VC/OAVM facility which does not require physical attendance of the Members at the registered office and/or at a common venue. The deemed venue for the AGM shall be the registered office of the Company.
3. In terms of Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of members has been dispensed with, the facility of appointment of proxies by members under section 105 of the Act will not be available for this AGM. However, in pursuance of section 112 and section 113 of the Act, authorized representatives of the members may be appointed for the purpose of participation and voting in the AGM through VC/OAVM.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
5. Pursuant to the MCA circulars, in view of the prevailing situation, owing to the difficulties involved in despatching physical copies, the notice of the 23rd AGM are being sent only by email to the members at their email addresses registered with the Company.
6. The attendance of the Members attending the 23rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at arvind.gupta@lnjbhilwara.com
7. Members are requested to send their queries at least 7 days in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular no. 14/2020, dated 08th April, 2020, Circular no. 17/2020, dated 13th April, 2020 and Circular no. 20/2020, dated 5th May, 2020.



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9. Corporate Members are required to send scanned Copy (PDF/JPG Format) of its Board Resolution authorizing its representative to attend and vote at the Annual General Meeting (AGM) through VC / OAVM on its behalf.

10. In case of a demand for a poll, the members shall cast their vote on the resolutions only by sending emails through their email addresses that are registered with the Company. The said emails to be sent to arvind.gupta@lnjbhilwara.com

11. Instructions for members participating in the 23rd AGM through VC/OAVM facility are as under:

- Link to join the meeting through Video Conferencing is as below alongwith User ID /Password:

<https://us02web.zoom.us/j/89878317735?pwd=Z2YyRzc0eGQ2SXVCR2FOSVJFa1hwUT09>

Meeting ID : 898 7831 7735
Passcode : 410762

- Members may also attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to the Meeting Room via the Zoom application. Members are encouraged to join the Meeting through Laptops for better experience.
- In case of Android/Iphone connection, participants will be required to download and Install the Zoom application as given in link above. Application may be downloaded from Google Play Store/ App Store.
- Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
- The helpline number for joining the Meeting through electronic mode is as below:

Phone: +91 9711161349 E-mail: arvind.gupta@lnjbhilwara.com

12. The Members can join the AGM through VC/OAVM facility which shall be kept open for the members from 12.15 p.m. i.e. 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start of the AGM.



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13. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
14. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
15. The annual report of the Company shall be available on the website of the Company www.malanapower.com

By Order of the Board
for **Malana Power Company Limited**

Arvind Gupta
Company Secretary
Membership No.: F7690

Registered Office:
Village Chauki, Post Office Jari, District Kullu,
Himachal Pradesh-175105, India
CIN: U40101HP1997PLC019959

Date: 1st September 2020
Place: Noida (U.P.)



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

Pursuant to section 102 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item no. 3 to 7 of the accompanying Notice dated 1st September 2020.

Item No. 3 & 4

The Members are hereby informed that upon the recommendations of the Audit Committee, the Board in its meeting held on 31st July 2020 had approved the change in terms of the sub-debt of Rs.4,638 million given to AD Hydro Power Limited (ADHPL, subsidiary company) and the following changes were approved unanimously by the Board:

- i. Out of the sub debt of Rs.4,638 million, the sub debt amount to the extent of Rs.1,460 million be charged @ 9.55% p.a. and interest be waived on remaining sub debt amount of Rs 3,178 million for a period of at least 5 years from the financial year 2020-21 to the financial year 2024-25.
- ii. Malana Power Company Limited (MPCL) to reserve the right to withdraw such waiver or modify the loan terms by giving 30 days' notice to ADHPL, without assigning any reason to it and stipulate such rate of interest as it may deem fit, but not exceeding to 10.25% per annum.

The Board noted that the above decision resulted to reduction in the total income of MPCL as going forward the sub-debt interest income from ADHPL would be reduced substantially. Due to above decision, the net profit of the company for the purpose of calculation of managerial remuneration would be lesser in comparison to previous years, as the net profits computed in the manner laid down in Section 198 of the Companies Act, 2013 would get reduced automatically. Presently the remuneration of the Chairman & Managing Director and Executive Director are governed under this provision.

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven percent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Therefore, pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 31st July 2020 had approved the increase in the overall limit of managerial remuneration from 11% (eleven percent) to 25% (twenty five percent) of the net profits of the Company computed in the manner laid down in



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Section 198 of the Companies Act, 2013. The overall remuneration paid to the managerial personnel shall not exceed their respective limits as already approved by the Board of Directors earlier.

The Board on the recommendation of the Nomination and Remuneration Committee had also approved the revision in the managerial remuneration of Chairman and Managing Director (CMD) only in the commission payable from 1% to 1.50%. The revision was sought only in the commission part in order to offset the impact of interest income waived on sub-debt of Rs. 3,178 million. This waived interest income otherwise would have formed part of the income calculated for managerial remuneration calculation. The Board noted that the company would pay CMD the normal course of commission only after ensuring that the commission amount paid henceforth shall not exceed the commission amount that otherwise would have been paid to CMD in case the decision of change in sub-debt terms were not taken. All the other existing terms and conditions of the appointment and remuneration of Chairman & Managing Director and Executive Director shall remain same as earlier approved by the Board.

The Members are hereby informed that as abundant precaution, the Board is also seeking a fresh legal opinion in due course of time, with respect to compliance of Companies Act 2013 & Income Tax Act 1961, in particular compliance of Section 14A, 37 and 92 of the Income Tax Act, 1961. However If such opinion concludes any adverse view that would be prejudicial to the interest of company or non-adherence to any of the applicable laws, then the above transactions under Item No. 3 and 4 would be reversed w.e.f. 1st April 2020 with subsequent approval of the members, if required, and the status quo shall be maintained.

A copy of memorandum containing terms of remuneration of Mr. Ravi Jhunjunwala, Chairman and Managing Director and Mr. Om Prakash Ajmera, Additional Director designated as Executive Director of the Company shall be open to inspection by any members of the Company without payment of any fee at the registered office of the Company.

The Board is of the opinion that the item no. 3 & 4, being a Special Business in this Notice is unavoidable and thus commends for approval by the members.

Accordingly, the Board recommends the special resolutions set out at item no. 3 and 4 for approval of members. Except Mr. Ravi Jhunjunwala, Chairman & Managing Director and Mr. Om Prakash Ajmera, Additional Director designated as Executive Director, none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolutions, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Item No.5 & 6

On the recommendation of Nomination and Remuneration Committee, the Board in its meeting held on 4th February 2020, in terms of Section 161 of the Companies Act, 2013, had appointed Mr. Om Prakash Ajmera (DIN 00322834) as Additional Director, subject to the approval of the shareholders of the Company by way of ordinary resolution. The Board had also appointed him as the Whole Time Director designated as Executive Director, CEO & CFO, and



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fixed his remuneration for further period of five years i.e. from 4th February 2020 to 3rd February 2025, subject to the approval of the shareholders of the Company by way of special resolution.

Mr. Om Prakash Ajmera is a qualified Chartered Accountant and Company Secretary having a rich and a diversified experience of 33 years in leading the power sector in capacity of CEO & CFO. While working with LNJ Bhilwara Group, in different verticals he has a very comprehensive experience in the areas of finance, budgeting and costing, fund raising (equity and debt), commercial management, project management and partnerships in strategic JVs and overall administration. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company.

A copy of memorandum containing terms of remuneration of Mr. Om Prakash Ajmera (DIN 00322834) as Whole Time Director, designated as Executive Director, CEO & CFO, of the Company shall be open to inspection by any members of the Company without payment of any fee at the registered office of the Company.

The Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company under Section 160 of the Act.

The Company has received consent in writing from Mr. Om Prakash Ajmera to act as Director and intimation to the effect that he is not disqualified from being a Director under Section 164 of the Act. He is liable to retire by rotation in terms of Section 152(6) of the Act and rules thereto. Members may note that Mr. Ajmera satisfies all the conditions set out in Section 196(3) of the Act read with Part-I of Schedule V to the Act for being eligible for appointment.

The Board is of the opinion that the item no. 5 & 6, being a Special Business in this Notice is unavoidable and thus commends for approval by the members.

Disclosure as required under the Secretarial Standard – 2 on General Meeting (Annexure-1) is annexed to this Notice of Annual General Meeting.

The Board recommends the resolution at Item No.5 for your approval as Ordinary Resolution and the resolution at Item No.6 for your approval as Special Resolution.

Except Mr. Om Prakash Ajmera and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution set out at Item No.5 & 6.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K. G. Goyal & Co., Cost Accountants as the cost auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21, at a fee of INR 45,000/-, exclusive of traveling and out of pocket expenses incurred for the purpose of audit, as remuneration for the financial year 2020-21.



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In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Therefore, consent of the members is requested as set out at Item No. 7 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

The Board is of the opinion that the item no. 7, being a Special Business in this Notice is unavoidable and thus commends for approval by the members.

The Board recommends the resolution at Item No.7 for your approval as an Ordinary Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the proposed Resolution set out at Item No.7.

By Order of the Board
for **Malana Power Company Limited**

Arvind Gupta
Company Secretary
Membership No.: F7690

Registered Office:
Village Chauki, Post Office Jari, District Kullu,
Himachal Pradesh-175105, India
CIN: U40101HP1997PLC019959

Date: 1st September, 2020
Place: Noida (U.P.)



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ANNEXURE -1 TO THE NOTICE OF ANNUAL GENERAL MEETING

Information pursuant to Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment and/or fixation of remuneration of Director is given hereunder:

S. No	Particulars	Information	Information
1.	Item No.	2	5
2.	Category of Directorship	Non-Executive Director	Executive Director
3.	Name of the Director	Mr. Knut Leif Bredo Erichsen	Mr. Om Prakash Ajmera
4.	DIN	07270992	00322834
5.	Date of Birth	08/10/1958	22.09.1961
6.	Age	62 Years	59 Years
7.	Date of First Appointment on the Board	01/09/2015	04 th February, 2020
8.	Qualification	Hydrologist from University of Oslo, Norway	Chartered Accountant, Company Secretary
9.	Experience	39 Years	33 Years
10.	Expertise in Specific Functional Areas	Mr. Bredo Erichsen is a Hydrologist from University of Oslo, Norway. He worked as Assistant Professor and Consultant before he joined Statkraft in the year 2001. In Statkraft, Mr. Erichsen has worked in the market division before he went to Albania as Country Head. He has also worked in Turkey as Asset Manager. Presently, he is the Country Head for Statkraft India.	He is a qualified Chartered Accountant and Company Secretary having a rich and a diversified experience of 33 years leading the power sector of the Company.
11.	List of other Public Limited Companies in which Directorship held	1. AD Hydro Power Limited 2. Dugar Hydro Power Limited	1. AD Hydro Power Limited 2. Chango Yangthang Hydro Power Limited 3. NJC Hydro Power Limited 4. BG Power Limited 5. Indo Canadian Consultancy Services Limited 6. LNJ Financial Services Limited



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12.	List of other Private Limited Companies in which Directorship held	1. Statkraft India Private Limited 2. Tidong Power Generation Private Limited 3. Statkraft Solar Solutions Private Limited	1. Odetta Realty Private Limited (under the process of striking off)
13.	Others	1. Himal Power Limited (Nepal)	1. Balephi Javidhyut Company Limited (Nepal)
14.	Chairman/Member of Committees of Board of Directors of Company	-Nil	Nil
15.	Chairman/Member of Committees of Board of Directors of other Company		
12.1	Audit Committee	Nil	1. Chango Yangthang Hydro Power Limited- Chairman 2. NJC Hydro Power Limited- Chairman 3. BG Wind Power Limited- Chairman
12.2	Nomination & Remuneration Committee	Nil	1. Chango Yangthang Hydro Power Limited- Chairman 2. NJC Hydro Power Limited- Chairman 3. BG Wind Power Limited- Chairman
12.3	CSR Committee	Nil	Nil
16.	No. of Equity Share held in the Company	Nil	Nil
17.	No. of Board Meetings attended during the year	4(Four) out of 4 (Four) Board meetings	1(One) out of 1(One) Board Meeting entitled to attend
18.	Terms and Conditions of appointment/ reappointment along with remuneration sought to be paid	Non-Executive Director with no remuneration/commission payable	Mentioned in item no. 6 of the notice.
19.	The Remuneration last drawn	Not Applicable/Nil	Mentioned in item no. 6 of the notice.
20.	Relationship with other directors, Manager and Key Managerial Personnel	No relationship with other directors, Manager and Key Managerial Personnel.	No relationship with other directors, Manager and Key Managerial Personnel.