

MALANA POWER COMPANY LIMITED

Corporate Identity Number: U40101HP1997PLC019959

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of Malana Power Company Limited will be held on Thursday, the 28th day of September, 2017 at 2:00 p.m. at the Registered Office of the Company at Village Chauki, Post Office Jari, District Kullu, Himachal Pradesh-175105, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statement as at 31st March 2017, the Report of the Board of Directors and the Auditors thereon.
 - b) the audited consolidated financial statement as at 31st March 2017, and the Reports of the Auditors thereon.

2. To appoint a Director in place of Ms. Tima Iyer Utne (holding DIN 06839949), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

3. Appointment of M/s Deloitte Haskins & Sells, as Statutory Auditors and to fix their remuneration for the period of 5 years

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and also pursuant to the recommendation of the Audit Committee/Board of Directors, Deloitte Haskin & Sells, Chartered Accountants, (Firm Registration Number 117366W/W-100018), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E), to hold office for a period of five consecutive years from the conclusion of this, the 20th Annual General Meeting (AGM) till the conclusion of the 25th AGM of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act) to examine and audit the accounts of the Company, on such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be mutually agreed upon between the Board of Directors of the Company on the recommendation of the Audit Committee and the Auditors.”

Malana Power Company Limited

Corporate Office :

Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website : www.lnjbhilwara.com

Site & Regd. Office :

Village Chauki, Post Office Jari, Distt. Kullu
(Himachal Pradesh), India
Tel. : +91-1902-276074, 276075
Fax : +91-1902-276351
Website : www.malanapower.com



MPCL CIN NO.

U40101HP1997PLC019959

SPECIAL BUSINESS:

4. **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, 2018, be paid 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
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, 2017

Place: Noida (U.P.)

NOTES:-

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on behalf of self. Such a proxy need not be a member of the company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A person holding more than ten percent of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members are requested to send in 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.
6. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during the normal business hours of the Company upto the date of the meeting.
9. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company atleast seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
10. The annual report of the Company shall be available on the website of the Company www.malanapower.com
11. Route-map to the venue of the Meeting is provided at the end of the Notice of AGM.

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



Arvind Gupta
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, 2017
Place: Noida (U.P.)

**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 nos. 3 to 4 of the accompanying Notice dated 1st September, 2017.

Item No.3: This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Section 139(2) of the Act read with the Companies (Audit and Auditors) Rules, 2014, has mandated all listed companies and certain categories of unlisted public companies and private companies to mandatorily rotate their auditors (whether such auditor is an individual or a firm) once their auditor has served office as an auditor for a period of 10 or more consecutive years (Rotation Period). In this regard, the third proviso to Section 139(2) of the Act has provided a moratorium period, wherein companies incorporated prior to 1st April 2014, have been provided a time period of 3 years from such date to comply with the requirement to rotate their auditors. Therefore, beginning 1st April 2017, all companies who are required to rotate their auditors under the Act, will have to rotate their existing auditors (Current Firm), if the Current Firm has held office as such company's auditor for a period of 10 years or more.

S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E) are the Statutory Auditors of the Company and they are due for rotation at this Annual General Meeting (AGM) of the Company, as they have been the Company's statutory auditors for more than 10 years.

After a rigorous process with respect to selection of statutory auditors of the Company, which included several rounds of discussion with various firms, their partners and personnel, Deloitte Haskin & Sells, Chartered Accountants, (Firm Registration Number 117366W/W-100018), was identified to be the next Statutory Auditor of the Company and of the subsidiary of the Company. The selection is based on various factors like People, Audit Methodology, Quality Control, Reputation of the Firm and Knowledge. Deloitte Haskin & Sells is a firm of Chartered Accountants registered with The Institute of Chartered Accountants of India. It is primarily engaged in providing audit and assurance services to its clients.

Deloitte Haskin & Sells have been involved in the statutory audits of various companies in the power sector and, hence, has the necessary experience to conduct the statutory audit of the Company. The term of appointment is for 5 years, subject to ratification by members at each succeeding AGM, if so required under the Act.

Deloitte Haskin & Sells have consented to the said appointment and confirmed that their appointment, if made, would be in accordance with Section 139 read with Section 141 of the Act.



Accordingly, approval of the members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the accompanying Notice.

The Board commends the Resolution at Item No.3 of the accompanying Notice for approval by the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No.4

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 2017-18, 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 2017-18.

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. 4 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

The Board recommends the resolution at Item No.4 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.4.

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



Arvind Gupta
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, 2017
Place: Noida (U.P.)

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 Directors is given hereunder:

S. No	Particulars	Information
1.	Name of the Director	Ms. Tima Iyer Utne
2.	Date of Birth	14/11/1960
3.	Age	57 Years
4.	Date of First Appointment on the Board	11/03/2014
5.	Qualification	B.Sc Hons Mathematics
6.	Experience	34 Years
7.	Expertise in Specific Functional Areas	Ms. Tima Iyer Utne serves as Senior Vice President of South Asia and Turkey at International Hydropower, Statkraft. Ms. Utne is responsible for development, construction, operation of hydropower projects and assets in -& Turkey. She was previously a Partner in KPMG and has over 17 years international consulting and advisory experience in risk management, strategy and business development.
8.	List of other Public Limited Companies in which Directorship held	AD Hydro Power Limited
9.	List of other Private Limited Companies in which Directorship held	Statkraft India Private Limited
10.	Chairman/Member of Committees of Board of Directors of Company	i. Chairperson of Audit Committee of Malana Power Company Limited i. Member of Corporate Social Responsibility Committee iii. Member of Nomination & Remuneration Committee
11.	Chairman/Member of Committees of Board of Directors of other Company	
11.1	Audit Committee	Nil
11.2	Nomination & Remuneration Committee	i. Member of Nomination & Remuneration Committee of AD Hydro Power Limited
11.3	CSR Committee	i. Member of CSR Committee AD Hydro Power Limited
12.	No. of Equity Share held in the Company	Nil
13.	No. of Board Meetings attended during the year	4(Four) out of 4 (Four) Board meetings
14.	Terms and Conditions of appointment/ reappointment along with remuneration sought to be paid	Not Applicable
15.	The Remuneration last drawn	Not Applicable
16.	Relationship with other directors, Manager and Key Managerial Personnel	No relationship with other directors, Manager and Key Managerial Personnel.





MALANA POWER COMPANY LIMITED

Corporate Identity Number: U40101HP1997PLC019959

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

Corporate office: Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.)

Phone: 0120-4390300 (EPBAX), Fax : 0120-2536268

E-mail: arvind.gupta@lnjbhilwara.com, Website: www.malanapower.com

ATTENDANCE SLIP

Folio / Client ID No. _____ No. of Shares held _____

Full Name of Shareholder _____

Full Name of Proxy / Representative _____

I hereby record my presence at the 20th Annual General Meeting of the Company held on Thursday, 28th September 2017 at 2:00 p.m. at the Registered Office of the Company at Village Chauki, Post Office Jari, District Kullu, Himachal Pradesh-175105, India.

Signature of shareholder / proxy / representative _____

Note : Please fill in this attendance slip and hand it over at the venue.

* Strike out whichever is not applicable.



MALANA POWER COMPANY LIMITED

Corporate Identity Number: U40101HP1997PLC019959

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

Corporate office: Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.)

Phone: 0120-4390300 (EPBAX), Fax : 0120-2536268

E-mail: arvind.gupta@lnjbhilwara.com, Website: www.malanapower.com

PROXY FORM

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

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 : _____
E-mail Id : _____
Signature : _____, or failing him
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 20th Annual General Meeting of the Company to be held on Thursday, 28th September 2017 at 2:00 p.m. at the Registered Office of the Company at Village Chauki, Post Office Jari, District Kullu, Himachal Pradesh-175105, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt: a) the audited financial statement as at 31st March 2017, the Report of the Board of Directors and the Auditors thereon. b) the audited consolidated financial statement as at 31st March 2017, and the Reports of the Auditors thereon.		
2.	To appoint a Director in place of Ms. Tima Iyer Utne (holding DIN 06839949), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.		
3.	Appointment of M/s Deloitte Haskins & Sells, as Statutory Auditors and to fix their remuneration for the period of 5 years		
Special Business			
4.	Ratification of Remuneration payable to Cost Auditors		

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxy holder _____

Affix Revenue Stamp

Notes :

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at the Registered Office of the Company, not less than forty-eight hours before the commencement of the meeting.
2. ** It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory statement and Notes, please refer to the Notice of the 20th Annual General Meeting.

Drive 283 km, 7 h 37 min

Go g e Maps

Chandigarh to Jari, Himachal Pradesh
Road map for attending Annual General Meeting of Malana Power Company Limited

