



MALANA POWER COMPANY LIMITED

Corporate Identity Number: U40101HP1997PLC019959

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of Malana Power Company Limited will be held on **Tuesday, the 24th day of September, 2019 at 11:00 a.m.** at the Corporate Office of the Company at 5th Floor, Bhilwara Tower, A-12, Sector-1, Noida-201301, Uttar Pradesh, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited financial statement as at 31st March 2019, the Report of the Board of Directors and the Auditors thereon.
 - b) the audited consolidated financial statement as at 31st March 2019, and the Reports of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs.2.25 per equity share, already paid for the financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Tima Iyer Utne (DIN: 06839949), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

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



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Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, 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.”

5. **Re-appointment of Dr. Kamal Gupta (DIN: 00038490) as an Independent Director**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), read with Schedule IV of the Act, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the re-appointment of Dr. Kamal Gupta (DIN-00038490), whose current office as an Independent Director is expiring on the conclusion of the 22nd Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for 2nd term in term of the Companies Act, 2013 and 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, as an Independent Director of the Company, and whose office shall not be subject to retirement by rotation and to hold office for second term of 5 (five) consecutive years with effect from 24th September, 2019 up to 23rd September, 2024.”

“**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, if required in this regard.”

6. **Re-appointment of Mr. Tantra Narayan Thakur (DIN- 00024322) as an Independent Director**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules



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made there under and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), read with Schedule IV of the Act, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Tantra Narayan Thakur (DIN- 00024322), whose current office as an Independent Director is expiring on the conclusion of the 22nd Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for 2nd term in term of the Companies Act, 2013 and 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, as an Independent Director of the Company, and whose office shall not be subject to retirement by rotation and to hold office for second term of 5 (five) consecutive years with effect from 24th September, 2019 up to 23rd September, 2024.”

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, if required in this regard.”

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: 29th August, 2019
Place: Noida (U.P.)



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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. Disclosure as required under the Secretarial Standard – 2 on General Meeting is annexed as Annexure-1 to this Notice of Annual General Meeting.
3. The 22nd Annual General Meeting is convened at the Corporate Office of the Company at 5th Floor, Bhilwara Tower, A-12, Sector-1, Noida-201301, Uttar Pradesh, India, with the prior approval from all the shareholders of the Company, as permissible under the Companies Act, 2013.
4. The Board of Directors, in its meeting held on 20th December 2018 had declared an Interim Dividend of Rs.2.25/- per equity Share of the face value of Rs.10/- each, on the paid-up Equity Share Capital of the Company, for the Financial Year 2018-19 and was paid to all eligible shareholders as on record date i.e. 20th December 2018.
5. 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.
6. The instrument appointing the proxy, duly completed, must be deposited at the Company's corporate office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
7. 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.
8. 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.
9. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
10. 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.
11. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office/ Corporate Office of the Company during the normal business hours of the Company upto the date of the meeting.
12. 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.
13. The annual report of the Company shall be available on the website of the Company www.malanapower.com
14. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
15. 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
Company Secretary
Membership No.: F7690
Registered Office:

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

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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. 4 to 6 of the accompanying Notice dated 29th August 2019.

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 2019-20, 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 2019-20.

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 2019-20.

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.

Item No.5

Members may note that pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Dr. Kamal Gupta (DIN-00038490) who was appointed as an Independent Director on the Board of the Company for 1st term for a period of 5 years in the 17th Annual General Meeting held on 29th September, 2014 to hold the office upto the conclusion of the 22nd Annual General Meeting of the company. Thus, his term as an Independent Director would expire on the conclusion of the ensuing 22nd Annual General meeting of the company.

Dr. Kamal Gupta (FCA, AICWA, Ph.d in Business Management) has expertise in the areas of Finance, Accounting and Corporate Laws and is at present a freelance consultant in



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these areas. He was earlier Technical Director of Institute of Chartered Accountants of India and was instrumental in introducing Accounting and Auditing Standards in India. He has also represented India on various International professional bodies. He is renowned author of various books on Auditing and other subjects with diversified business experience which has proved to be useful to the Board in decision making.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the re-appointment of Dr. Kamal Gupta (DIN-00038490) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from 24th September, 2019 to 23rd September, 2024.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions during his tenure, the continued association of Dr. Kamal Gupta (DIN-00038490) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, Dr. Kamal Gupta (DIN-00038490) fulfils the conditions for appointment as an Independent Directors as specified in the Act. Dr. Kamal Gupta (DIN-00038490) is independent of the management.

Accordingly, it is proposed to re-appoint Dr. Kamal Gupta (DIN-00038490) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 24th September, 2019 to 23rd September, 2024.

Section 149 of the Act inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report.

Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. Kamal Gupta (DIN-00038490) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Dr. Kamal Gupta (DIN-00038490) for the office of Independent Director of the Company.



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The Company has also received declaration from Dr. Kamal Gupta (DIN-00038490) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

Copy of draft letter of appointment of Dr. Kamal Gupta (DIN-00038490) setting out the terms and conditions of appointment is available for inspection by the members at the registered office and corporate office of the Company.

The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

Except Dr. Kamal Gupta, none of the Directors/ Key Managerial Personnel or their Relatives is in any way interested or concerned in the resolution.

Item No.6

Members may note that pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Tantra Narayan Thakur (DIN- 00024322) who was appointed as an Independent Director on the Board of the Company for 1st term for a period of 5 years in the Extra-ordinary General Meeting held on 13th January, 2015 to hold the office upto the conclusion of the 22nd Annual General Meeting of the company. Thus, his term as an Independent Director would expire on the conclusion of the ensuing 22nd Annual General meeting of the company.

Mr. Tantra Narayan Thakur is a Bachelor of Science in Engineering. He was the Chairman and Managing Director of the first energy trading entity in India. Mr. Tantra Narayan Thakur led PTC India Ltd (formerly known as Power Trading Corporation of India Ltd) for 12 years since October 2000. He was at the helm of affairs for 12 years (till October 2012) and under his dynamic leadership the company started power trading in the year 2000-01 and maintained number one position throughout. Under his aegis PTC also diversified its activities by forming PTC India Financial Services Ltd and PTC Energy Ltd to develop and manage asset based businesses in the energy sector.

From the period June 1995 to December 2000 he was the CFO and Director on the Board of a Developmental Financial Institution, Power Finance Corporation Ltd (PFC) focusing on financing of the power sector projects. Mr. Thakur joined a premier Civil Service in India, i.e., the Indian Audit & Accounts Service, in 1973. Before joining PFC, Mr. Thakur held various assignments in Government including Dy. Secretary in Government of India, Asstt. Comptroller & Auditor General, Secretary to Chief Minister-Bihar and Member - Audit Board.



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The Nomination and Remuneration Committee of the Board of Directors, has recommended the re-appointment of Mr. Tantra Narayan Thakur (DIN- 00024322) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from 24th September, 2019 to 23rd September, 2024.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions during his tenure, the continued association of Mr. Tantra Narayan Thakur (DIN- 00024322) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, Mr. Tantra Narayan Thakur (DIN- 00024322) fulfils the conditions for appointment as an Independent Directors as specified in the Act. Mr. Tantra Narayan Thakur (DIN- 00024322) is independent of the management.

Accordingly, it is proposed to re-appoint Mr. Tantra Narayan Thakur (DIN- 00024322) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 24th September, 2019 to 23rd September, 2024.

Section 149 of the Act inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for reappointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report.

Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Tantra Narayan Thakur (DIN- 00024322) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Tantra Narayan Thakur (DIN- 00024322) for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Tantra Narayan Thakur (DIN- 00024322) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

Copy of draft letter of appointment of Mr. Tantra Narayan Thakur (DIN- 00024322) setting out the terms and conditions of appointment is available for inspection by the members at the registered office and corporate office of the Company.



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The Board of the Directors of the Company considers that this resolution is in the best interests of the Company, its shareholders and therefore recommends the passing of the special resolution as set out in the Notice.

Except Mr. Tantra Narayan Thakur, none of the Directors/ Key Managerial Personnel or their Relatives is in any way interested or concerned in the 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: 29th August 2019
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	Information
1.	Name of the Director	Dr. Kamal Gupta	Mr. Tantra Narayan Thakur	Ms. Tima Iyer Utne
2.	Date of Birth	12/02/1946	01/06/1949	14/11/1960
3.	Age	73 Years	70 years	59 Years
4.	Date of First Appointment on the Board	27/06/2000	13/01/2015	11/03/2014
5.	Qualification	FCA, AICWA, Ph. D in Business Management	Bachelor of Science (Engineering)	B.Sc Hons Mathematics
6.	Experience and Expertise in Specific Functional Areas	Dr. Kamal Gupta was earlier Technical Director of Institute of Chartered Accountants of India and was instrumental in introducing Accounting and Auditing Standards in India. He has also represented India on various International professional bodies. He has expertise in the areas of Finance, Accounting and Corporate Laws and is at present a freelance consultant in these areas. He is renowned author of various books on Auditing and other subjects.	Treasury Management, Financial Management including Resource Mobilisation, Investment Decisions and appraisal of Project Lending	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.
7.	List of other Public Limited Companies in which Directorship held	1. RSWM Limited 2. HEG Limited 3. Maral Overseas Limited 4. Bhilwara Energy	1. AD Hydro Power Limited 2. Utkarsh Small Finance Bank Limited 3. Renew Power Limited 4. BSE Institute Limited	AD Hydro Power Limited



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		Limited 5. AD Hydro Power Limited	5. Sembcorp Gayatri Power Limited 6. India Power Corporation Limited	
8.	List of other Private Limited Companies in which Directorship held	-	1. Lone Star India Asset Reconstruction Private Limited 2. Karaat Infrastructure Development Private Limited 3. Kristan Advisors Private Limited 4. HR Food Processing Private Limited 5. Hindustan Powerprojects Private Limited	1. Statkraft India Private Limited 2. Tidong Power Generation Private Limited 3. Statkraft Solar Solutions Private Limited
9.	Others	Kamal Gupta Advisory- Partner	-	Foreign Companies 1. Himal Power Limited 2. Statkraft Enerji A.S. 3. Cetin Enerji A.S. 4. Devoll Hydropower SHA 5. Kutwmeleme AS Others Norway India Chamber of Commerce Industry (NICCI)
10.	Chairman/Member of Committees of Board of Directors of Company	Audit Committee- Member Nomination & Remuneration Committee- Member CSR Committee- Member	Audit Committee- Member Nomination & Remuneration Committee- Member	i. Audit Committee Chairperson i. Corporate Social Responsibility Committee- Member iii. Nomination & Remuneration Committee- Member
11.	Chairman/Member of Committees of Board of Directors of other Company			
11.1	Audit Committee	1. Maral Overseas Limited- Chairman 2. RSWM Limited- Chairman 3. HEG Limited- Member	1. AD Hydro Power Limited- Member 2. Utkarsh Small Finance Bank Limited- Member 3. Sembcorp Gayatri Power	Nil



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		4. Bhilwara Energy Limited - Member 5. AD Hydro Power Limited- Member	Limited- Member	
11.2	Nomination & Remuneration Committee	1. AD Hydro Power Limited- Member 2. Bhilwara Energy Limited- Chairman	1. AD Hydro Power Limited 2. Sembcorp Gayatri Power Limited	AD Hydro Power Limited- Member
11.3	CSR Committee	1. AD Hydro Power Limited- Member 2. Bhilwara Energy Limited- Chairman	-	AD Hydro Power Limited- Member
12.	No. of Equity Share held in the Company	Nil	Nil	Nil
13.	No. of Board Meetings attended during the year	5 (Five) out of 5 (Five) Board meetings	5 (Five) out of 5 (Five) Board meetings	4 (Four) out of 5 (Five) Board meetings
14.	Terms and Conditions of appointment/ reappointment along with remuneration sought to be paid	Independent Director not liable to retire by rotation, with no remuneration/commission payable except sitting fee	Independent Director not liable to retire by rotation, with no remuneration/commission payable except sitting fee	Non-Executive Director liable to retire by rotation with no remuneration and commission
15.	The Remuneration last drawn	Sitting Fee of Rs.5,00,000 in FY 2018-19	Sitting Fee of Rs.5,00,000 in FY 2018-19	Not Applicable
16.	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.	No relationship with other directors, Manager and Key Managerial Personnel.
17.	Justification for choosing the Independent Directors	As per explanatory Statement forming part of Notice of AGM	As per explanatory Statement forming part of Notice of AGM	Not Applicable



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Corporate Identity Number: U40101HP1997PLC019959

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**Corporate office: Bhilwara Towers, A-12, Sector-1, Noida-201301 (U.P.)
Phone: 0120-4390300 (EPBAX), Fax : 0120-2536268
E-mail: arvind.gupta@Injbhilwara.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 22nd Annual General Meeting of the Company held on Tuesday, 24th September 2019 at 11:00 a.m. at the Corporate Office of the Company at 5th Floor, Bhilwara Tower, A-12, Sector-1, Noida-201301, Uttar Pradesh, 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.



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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



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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 22nd Annual General Meeting of the Company to be held on Tuesday, 24th September 2019 at 11:00 a.m. at the Corporate Office of the Company at 5th Floor, Bhilwara Tower, A-12, Sector-1, Noida-201301, Uttar Pradesh, 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 2019, the Report of the Board of Directors and the Auditors thereon. b) the audited consolidated financial statement as at 31st March 2019, and the Reports of the Auditors thereon.		
2.	To confirm the payment of Interim Dividend of Rs.2.25 per equity share, already paid for the financial year ended on March 31, 2019.		
3.	To appoint a Director in place of Ms. Tima Iyer Utne (DIN: 06839949), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment		
Special Business			
4.	Ratification of Remuneration payable to Cost Auditors		
5.	Re-appointment of Dr. Kamal Gupta (DIN: 00038490) as an Independent Director		
6.	Re-appointment of Mr. Tantra Narayan Thakur (DIN-00024322) as an Independent Director		

Signed this _____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder _____

Affix
Revenue
Stamp



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Notes :

1. 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 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 22nd Annual General Meeting.

Route Map to Attend the Annual General Meeting at the Corporate Office at 5th Floor, Bhilwara Tower, A-12, Sector-1, Noida-201301

