

AD HYDRO POWER LIMITED

Corporate Identity Number: U40101HP2003PLC026108
Regd. Office: Village Prini, Post Office Jagat Sukh, Tehsil Manali
District Kullu, Himachal Pradesh-175143, India

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the Members of the Company will be held on Thursday, the 29th day of September, 2016 at 10:00 a.m. at the Registered Office of the Company at Village Prini, Post Office Jagat Sukh, Tehsil Manali, District Kullu, Himachal Pradesh-175143, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement as at 31st March 2016, and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Jhunjhunwala (holding DIN 00060972), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. **Ratification of Appointment of Statutory Auditors and fixing their remuneration**
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 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E), as Statutory Auditors of the Company to hold office from the conclusion of this (13th) Annual General Meeting (AGM) till the conclusion of the next (14th) AGM of the Company to be held in the calendar year 2017 at such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee.”

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**:

AD Hydro Power 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 :
Prini, Tehsil Manali
Distt. Kullu - 175 143 (H.P.), India
Tel. : +91 1902 250183-84, 253171 (EPABX)
Fax : +91 1902 251798
Website: www.adhydropower.com



“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, 2017, be paid the 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 AD Hydro Power Limited



Arvind Gupta
Arvind Gupta

Company Secretary

Membership No. F7690

Registered Office:

Village Prini, Post Office Jagat Sukh

Tehsil Manali, District Kullu

Himachal Pradesh-175143, India

CIN: U40101HP2003PLC026108

Place: Noida (U.P.)

Date: 2nd September, 2016

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 (Annexure-1) is annexed to this Notice of Annual General Meeting.
3. 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.
4. 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.
5. 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.
6. 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.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. 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.
9. 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.
10. 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.
11. The annual report of the Company shall be available on the website of the Company www.adhydropower.com
12. Route-map to the venue of the Meeting is provided at the end of the Notice of AGM.

By Order of the Board
For AD Hydro Power Limited


Arvind Gupta
Company Secretary

Membership No. F7690

Registered Office:

Village Prini, Post Office Jagat Sukh
Tehsil Manali, District Kullu
Himachal Pradesh-175143, India
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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 of the accompanying Notice dated 2nd September, 2016.

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 2016-17, 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 2016-17.

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 2016-17.

Your Directors recommend the resolution under Item No. 4 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 **AD Hydro Power Limited**


Arvind Gupta

Company Secretary

Membership No. F7690

Registered Office:

Village Prini, Post Office Jagat Sukh

Tehsil Manali, District Kullu

Himachal Pradesh-175143, India

CIN: U40101HP2003PLC026108



Place: Noida (U.P.)

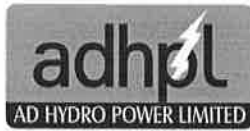
Date: 2nd September, 2016

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	Mr. Ravi Jhunjhunwala
2.	Date of Birth	28/10/1955
3.	Age	60 Years
4.	Date of First Appointment on the Board	16/06/2003
5.	Qualification	B.Com (Hons.), MBA
6.	Experience	35 Years
7.	Expertise in Specific Functional Areas	Mr. Jhunjhunwala is an Industrialist with diversified Business Experience. He is the Chairman of LNJ Bhilwara Group - a diversified Conglomerate with interests in Textiles, Graphite, Electrodes, Power & IT enabled Services.
8.	List of other Public Limited Companies in which Directorship held	i. HEG Limited ii. RSWM Ltd. iii. Maral Overseas Ltd. iv. Bhilwara Energy Ltd. v. Malana Power Company Limited vi. BSL Ltd. vii. India Glycols Ltd. viii. JK Lakshmi Cement Ltd.
9.	Chairman/Member of Committees of Board of Directors of Company	i. Audit Committee- Chairman ii. Corporate Social Responsibility Committee- Chairman
10.	Chairman/Member of Committees of Board of Directors of other Company	
10.1	Audit Committee	i. JK Lakshmi Cement Ltd.-Member
10.2	Stakeholders Relationship Committee	HEG Ltd.- Member BSL Ltd.- Member
11.	No. of Equity Share held in the Company	24,810 shares (The beneficial shareholder being M/s Malana Power Company Limited)
12.	No. of Board Meetings attended during the year	4(Four) out of 4 (Four) Board meetings
13.	Terms and Conditions of appointment/ reappointment along with remuneration sought to be paid	Not Applicable
14.	The Remuneration last drawn	Not Applicable
15.	Relationship with other directors, Manager and Key Managerial Personnel	No relationship with other directors, Manager and Key Managerial Personnel.





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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@lnjbhilwara.com, Website: www.adhydropower.com

ATTENDANCE SLIP

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

Full Name of Shareholder _____

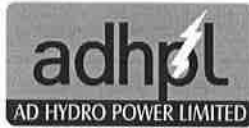
Full Name of Proxy / Representative _____

I hereby record my presence at the 13th Annual General Meeting of the Company held on Thursday, 29th September 2016 at 10:00 a.m. at the Registered Office of the Company at Village Prini, Post Office Jagat Sukh, Tehsil Manali, District Kullu, Himachal Pradesh-175143, 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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Phone: 0120-4390300 (EPBAX), Fax : 0120-2536268
E-mail: arvind.gupta@lnjbhilwara.com, Website: www.adhydropower.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 :
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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 Annual General Meeting of the Company held on Thursday, 29th September 2016 at 10:00 a.m. at the Registered Office of the Company at Village Prini, Post Office Jagat Sukh, Tehsil Manali, District Kullu, Himachal Pradesh-175143, 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 the audited financial statement as at 31st March 2016, the Report of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Ravi Jhunhunwala (holding DIN 00060972), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
3.	Ratification of Appointment of Statutory Auditors and fixing their remuneration		
Special Business			
4.	Ratification of Remuneration payable to Cost Auditors		

Signed this _____ day of _____ 2016

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 13th Annual General Meeting.

Google Maps

Chandigarh to Pini, Manali, Himachal Pradesh
Road map for attending Annual General Meeting of Ad Hydro Power Limited

Drive 308 km, 8 h 29 min

