



AD HYDRO POWER LIMITED

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 15th Annual General Meeting of the Members of the Company will be held on **Saturday, the 8th day of September, 2018 at 3:00 p.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 2018, and the Report of the Board of Directors and 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. **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, 2019, be paid remuneration as set out in the Statement annexed to the Notice convening this Meeting.”



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“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
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: 16th August 2018



AD HYDRO POWER LIMITED

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 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
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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 of the accompanying Notice dated 16th August 2018.

Item No.3

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 2018-19, 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 2018-19.

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. 3 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

Your Directors recommend the resolution under Item No. 3 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.3.

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
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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
1.	Name of the Director	Mr. Knut Leif Bredo Erichsen
2.	Date of Birth	08/10/1958
3.	Age	60 Years
4.	Date of First Appointment on the Board	01/09/2015
5.	Qualification	Hydrologist from University of Oslo, Norway
6.	Experience	37 Years
7.	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.
8.	List of other Public Limited Companies in which Directorship held	Malana Power Company Limited Dugar 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	Not Applicable/Nil
11.	Chairman/Member of Committees of Board of Directors of other Company	
11.1	Audit Committee	Not Applicable/Nil
11.2	Nomination & Remuneration Committee	Not Applicable/Nil
11.3	CSR Committee	Not Applicable/Nil
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	Non-Executive Director with no remuneration/commission payable
15.	The Remuneration last drawn	Not Applicable/Nil
16.	Relationship with other directors, Manager and Key Managerial Personnel	No relationship with other directors, Manager and Key Managerial Personnel.



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**Regd. Office: Village Prini, Post Office Jagat Sukh, Tehsil Manali
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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 15th Annual General Meeting of the Company held on Saturday, 8th September 2018 at 3:00 p.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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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

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 15th Annual General Meeting of the Company held on Saturday, 8th September 2018 at 3:00 p.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:



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** 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 2018, the Report of the Board of Directors and 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.	Ratification of Remuneration payable to Cost Auditors		

Signed this _____ day of _____ 2018

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 15th Annual General Meeting.