

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of AD Hydro Power Limited will be held on Thursday, the 19th November, 2015 at 2:00 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:

AS SPECIAL BUSINESS:

1. Right to Convert Loan into Equity Share Capital on Event of Default

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s) or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted /to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board in respect of the financial assistance extended by the Financial Institutions(s)/Bank(s)/other lenders such that only in the event of default by the Company under the lending arrangements, financial Institutions(s)/bank(s)/other lenders at its option may be able to convert the outstanding facility, interest thereon and other outstanding amount into fully paid-up ordinary Equity Shares in the Company upon such terms and conditions as may be deemed appropriate by the Board and at Par/at a price to be determined in accordance with the provisions of the Companies Act and other applicable laws/ Regulations in force at the time of such conversion."

"RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid up ordinary Equity Shares in the Company to such financial institution(s)/bank(s)."

"RESOLVED FURTHER THAT the ordinary Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then existing Equity Shares in the Company".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution".

By Order of the Board
For AD Hydro Power Limited



Arvind Gupta
Company Secretary



Date: 23rd October, 2015
Place: Noida (U.P.)

Registered Office:
Village Prini, Post Office Jagat Sukh
Tehsil Manali, District Kullu
Himachal Pradesh-175143, India
CIN: U40101HP2003PLC026108

AD Hydro Power Limited

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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

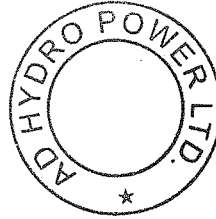
Corporate Identification Number: U40101HP2003PLC026108

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 EGM is enclosed.
4. 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.
5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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.

By Order of the Board
For **AD Hydro Power Limited**


Arvind Gupta
Company Secretary



Date: 23rd October, 2015
Place: Noida (U.P.)

Registered Office:
Village Prini, Post Office Jagat Sukh
Tehsil Manali, District Kullu
Himachal Pradesh-175143, India
CIN: U40101HP2003PLC026108

ANNEXURE TO THE NOTICE

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

Item No. 1

The Members are aware that the Company has growth plans and in order to meet the operational requirement, the Company may be required to borrow funds/monies from time to time for project based capital expenditure, normal capital expenditure, general corporate purposes, re-financing and working capital etc. For this purpose, the Company will avail the financial assistance by way of Rupee Term Loans/ Non-convertible Debentures/Foreign Currency Loans/FCCBs/Corporate Loans etc., from time to time from various lenders i.e., financial institutions /banks/other lenders in different tranches upon such terms and conditions as stipulated by them from time to time and approved by the Board.

The Board of Directors of your Company is in the process of re-financing the existing senior debt of the Company except loan from International Finance Corporation, Washington, at lower cost of borrowing and also for longer repayment tenure. The Company has received sanction from ICICI Bank Limited and is in the advanced stages of receiving the sanction approvals from other lenders. One of the terms and conditions of the Lenders is/ will be that in the event of default by the Company under the lending arrangements, the financial institutions /banks and the other lenders shall be entitled to exercise the option to convert whole or part of their outstanding facility, interest thereon and other outstanding amount into fully paid up ordinary Equity Shares in accordance with the provisions of Companies Act, 2013 and other applicable laws/ Regulations in force at the time of such conversion.

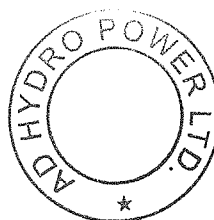
The proposed Resolution is an enabling Resolution under the provisions of Section 62(3) and other applicable provisions of the Companies Act 2013. In view of the fact that under the lending arrangements, in the Event of Default (as may be specified by the Financial Institutions/Banks and other lenders under lending documents), Financial Institutions/Banks and other lenders may be entitled at their option to convert the entire or part of the outstanding facility, interest thereon and other outstanding amount into ordinary Equity Shares in the Company in accordance with the applicable laws/Regulations. Allotments of equity shares as above require prior approval of the members by way of Special Resolution. Hence, this enabling Resolution is proposed for your approval.

None of the Directors and key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the Resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board commends the Resolution for approval of the members as a Special Resolution.

By Order of the Board
For AD Hydro Power Limited


Arvind Gupta
Company Secretary



Date: 23rd October, 2015
Place: Noida (U.P.)

Registered Office:
Village Prini, Post Office Jagat Sukh
Tehsil Manali, District Kullu
Himachal Pradesh-175143, India
CIN: U40101HP2003PLC026108



AD HYDRO POWER LIMITED

Corporate Identity Number: U40101HP2003PLC026108

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

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.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 Extra Ordinary General Meeting of the Company held on Thursday, 19th November 2015 at 2:00 PM at the Registered Office of the Company at AD Hydro HEP, 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.



AD HYDRO POWER LIMITED

Corporate Identity Number: U40101HP2003PLC026108

Regd. Office: Village Prini, Post Office Jagat Sukh, Tehsil Manali
District Kullu, Himachal Pradesh-175143, 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 Extra Ordinary General Meeting of the Company held on Thursday, 19th November 2015 at 2:00 PM at the Registered Office of the Company at AD Hydro HEP, 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
Special Business			
1.	Right to Convert Loan into Equity Share Capital on Event of Default		

Signed this _____ day of _____ 2015

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 EGM.

