CIN: L40101HP1988G0I008409



एसजेवीएन लिमिटेड

SJVN Limited

(A Joint Venture of GOI & GOHP) A Mini Ratna & Schedule "A" Company

SJVN/CS/93/2022- Date: 10/10/2022

NSE Symbol: SJVN-EQ

BOLT SCRIP ID: SJVN SCRIP CODE: 533206

National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex, Bandra East, Mumbai-400051, India. **BSE Limited**Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001, India.

Sub: Minutes of 34th Annual General Meeting held on 29.09.2022

Sir

In compliance with **Regulation 30** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we forward herewith a copy of minutes of the 34th Annual General Meeting of the Members of the Company held at 15:00 HRS on 29th September 2022 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

This is for your kind information and record please.

Thanking you,

Yours faithfully,

(Soumendra Das) Company Secretary

Encl: As stated above.

SJVN LIMITED

MINUTES OF 34TH ANNUAL GENERAL MEETING

DATE

29TH SEPTEMBER 2022

(THURSDAY)

TIME OF

COMMENCEMENT

15:00 HRS

TIME OF CONCLUSION

16:22 HRS

HELD

VENUE

THROUGH

VIDEO

CONFERENCING

(VC)/

OTHER

AUDIO-VISUAL MEANS (OAVM). DEEMED

VENUE WAS

SJVN

CORPORATE

OFFICE

COMPLEX,

SHANAN.

SHIMLA,

HIMACHAL

PRADESH

DIRECTORS

PRESENT – VIDEO CONFERENCING(VC)/OTHER AUDIO-VISUAL MEANS (OAVM)

1. Shri Nand Lal Sharma Chairman and Managing Director ... In Chair

2. Smt. Geeta Kapur Director (Personnel)

3. Shri Akhileshwar Singh Director (Finance)

4. Shri Sushil Sharma Director (Electrical)

5. Dr. Udeeta Tyagi Independent Director & Chairperson of the

Nomination & Remuneration Committee

6. Shri Saroj Ranjan Sinha Independent Director & Chairman of the

Stakeholders' Relationship Committee and

Risk Management Committee

Independent Director & Chairman of the Audit 7. Dr. Danveer Singh Yadav

Committee and CSR, SD and R&D Committee

Leave of absence was granted by the Chairman to Shri Raghuraj Rajendran, Government of India Nominee Director and Shri Ram Dass Dhiman, Government of Himachal Pradesh Nominee Director who could not attend the meeting due to some other exigencies.



<u>PRESENT – GOVERNMENT REPRESENTATIVES THROUGH VIDEO</u> CONFERENCING(VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)

Shri R.P. Pradhan

Director, Ministry of Power, Government of India

Representative of the President of India

2. Ms. Kiran Bhadana

Special Secretary (Power), Government of

Himachal Pradesh

Representative of the Governor of Himachal

Pradesh

IN ATTENDANCE

<u>PRESENT – THROUGH VIDEO CONFERENCING(VC)/OTHER AUDIO-VISUAL MEANS (OAVM)</u>

1. Shri. Soumendra Das

Company Secretary

2. Shri Avinash Gupta

Statutory Auditor

3. Shri Santosh Kumar

Secretarial Auditor

Pradhan

4. Shri Santosh Kumar

Scrutinizer

Pradhan

Practicing Company Secretary

PRESENT – OTHER SHAREHOLDERS

In accordance with the Article 24 of the Article of Association of SJVN Limited, the Chairman of the Company took the chair.

Welcoming the Members, the Company Secretary informed that facility for attending the meeting through Video Conferencing is being provided to the members in accordance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") and as per the applicable provisions of the Companies Act, 2013 read with the relevant rules made there under, the AGM of the Company is being conducted through VC / OAVM.

72 Members were present at the meeting through Video Conferencing. These included the Representatives of the President of India and the Representatives of the Governor of Himachal Pradesh.

The Meeting commenced at 1500 HRS. The Chairman introduced the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, CSR, SD and R&D Committee and Risk Management Committee, the Statutory Auditor, Secretarial Auditor and Scrutinizer who were



attending the meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to the members.

Shri R. P. Pradhan, Director, Ministry of Power, Government of India, Representative of the President of India and Ms. Kiran Bhadana, Special Secretary (Power), Government of Himachal Pradesh, Representative of the Governor of Himachal Pradesh were also present in the Meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Company Secretary also informed the members about Sh. Surinder Pal Bansal, Director (Civil) who was under suspension w.e.f. 28th July, 2022 vide Ministry of Power, Government of India order dated 28th July, 2022.

Company Secretary further informed that Ministry of Power through its order dated 25th August, 2022, has entrusted Shri Nand Lal Sharma, Chairman and Managing Director, with an additional charge of the post of Director (Civil) with effect from date of order, for a period of three months or until further orders, whichever is earlier.

The Company Secretary declared the presence of the quorum and with the concurrence of the members, the Financial Statements and Directors' Report were taken as read.

The Company Secretary informed the Members that the Register of Directors & Key Managerial Personnel and their shareholding and other necessary statutory records will be made available for inspection to the members from whom request is received.

Thereafter, the Chairman addressed the participants. In his address, inter alia, the Chairman informed the Members of record Generation by company's Operating Projects, Operational & Financial highlights for FY 2021-22 and for the 1st Quarter of FY 2022-23, Progress of Projects, Future Plans, Business Outlook, Corporate Social Responsibility and Corporate Governance etc.

Thereafter, the Company Secretary, with the permission of the members has taken up the Independent Auditor's Report, Comments of the Comptroller and Auditor General of India, observations in the Secretarial Auditor's Report and Board's reply thereon as read.

The Company Secretary informed the Shareholders that in compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as well as Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided E-Voting facility to the members in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced on 26th September 2022 at 09.00 A.M. and ended on 28th September 2022 at 5.00 P.M. Shri Santosh Kumar Pradhan, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors for scrutinizing the remote e-voting and e-voting process conducted at the Meeting.

In terms of Rule 20 of the Companies (Management and Administration) Rules, 2014, it was obligatory to provide similar voting rights to the members present through Video Conferencing at the time of Annual General Meeting. Hence the members who did not



cast their votes through remote E-voting were given an opportunity to vote electronically during the Meeting. As per directions of the Chairman, the Company Secretary briefed the members about the objectives and implications of the resolutions to be passed as set out in the Notice and then put them to vote by the e-voting process. The Chairman announced that the combined results of voting process will be put on the websites of Company, National Stock Exchange (NSE), Bombay Stock Exchange (BSE) and Central Depository Services (India) Limited (CDSL) within the statutory time frame as prescribed by the Companies Act, 2013.

Then, the Chairman invited the registered member speakers for their questions. The Company Secretary announced the names of speakers, who had enrolled their names, to express their views. The members, turn by turn, expressed their views and sought additional clarifications on various matters concerning the business operations of the Company, Company's role in Atmanirbhar Bharat Abhiyan, incentives received by the company in green energy sector, number of female employees, Company's plan to forayed into EV Point charging stations etc.

The Chairman thanked the Members for the kind words and appreciation and stated that their suggestions and feedback would be evaluated. The Chairman responded to the queries raised by Members present at the Meeting. Thereafter, the AGM was announced as concluded with the liberty to such members to cast their votes, who have not cast their votes. The Chairman announced the formal closure of the meeting at 16:22 HRS.

The Scrutinizer submitted his consolidated report on remote e-voting and e-voting process conducted at the Meeting on 30th September 2021 and as per the same, the resolutions as set out in the Notice except item no. 4, stand duly approved by the members with requisite majority and a brief summary of the same is recorded hereunder as part of the proceedings of 34th Annual General Meeting held on 29th September 2022.

The resolutions passed by the Members, briefly related to: -

ORDINARY BUSINESS:

I. Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2022, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India.
Type of Resolution	Ordinary



Particulars	Number of Votes			Number of	Number of votes contained in votes			
	Remote e- Voting	E-Voting at the AGM	Total	Remote e- Voting	E-Voting at the AGM	Total	e of Total valid votes cast	
Total Received	716	19	735	1302485377	2354820795	3657306172	100	
Voted in favour	702	19	721	1302483451	2354820795	3657304246	99.9999	
Voted against	10	Nil	10	1926	Nil	1926	0.0001	
Not Voted	4	Nil	4	Nil	Nil	N.A	N.A	

The following resolution was therefore passed by the requisite majority:

"RESOLVED THAT, Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2022, Directors' Report, Independent Auditors' Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

II. Resolution No. 2: -

Agenda No.	2
Subject matter of resolution	To note & confirm the interim dividend @11.5% i.e. ₹1.15/- per share and to declare dividend @ 5.5% i.e. ₹0.55/- per share on 392,97,95,175 equity shares of the Company for the year
	ended March 31, 2022.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of	ed in votes	Percentage	
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	of Total
	e-	at the		Voting	the AGM		valid votes
	Voting	AGM					cast
Total	716	19	735	1303356316	2354820795	3658177111	100
Received							
Voted in	705	19	724	1303353499	2354820795	3658174294	99.9999
favour							
Voted	11	Nil	11	2817	Nil	2817	0.0001
against							
Not Voted	Nil	Nil	N.A	Nil	Nil	N.A	N.A

The following resolutions were therefore passed by the requisite majority:

"RESOLVED THAT, the interim dividend @11.5% i.e. ₹1.15/- per share on 392,97,95,175 equity shares paid to the shareholders for the financial year ended March 31, 2022, as per the resolution passed by the Board of Directors at their meeting held on February 10, 2022 be and is hereby noted and confirmed."



"RESOLVED FURTHER THAT, in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 5.5% i.e. ₹0.55/- per share on 392,97,95,175 equity shares of the Company for the year ended March 31, 2022."

III. Resolution No. 3: -

Agenda No.	3
Subject matter of	To re-appoint Smt. Geeta Kapur [DIN-08213642] as Director
resolution	of the Company liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of	ed in votes	Percentag	
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	e of Total
	e-	at the		Voting	the AGM		valid votes
	Voting	AGM					cast
Total	716	19	735	1303356193	2354820795	3658176988	100
Received							
Voted in	617	19	636	1253498020	2354820795	3608318815	98.6371
favour							
Voted	95	Nil	95	49858173	Nil	49858173	1.3629
against							
Not Voted	4	Nil	4	Nil	Nil	N.A	N.A

The following resolution was therefore passed by the requisite majority:

"RESOLVED THAT, Smt. Geeta Kapur [DIN-08213642], who in accordance with the provisions of the Companies Act, 2013 retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company."

IV. Resolution No. 4: -

Agenda No.	4
Subject matter or resolution	To re-appoint Shri Surinder Pal Bansal [DIN-07239609] as Director of the Company liable to retire by rotation.
Type of Resolution	Ordinary

Particulars	Num	Number of Votes			Number of votes contained in votes			
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	e of Total	
	e-	at the		Voting	the AGM		valid votes	
	Voting	AGM					cast	
Total	716	19	735	1303356243	2354820795	3658177038	100	
Received								
Voted in	613	18	631	122123100	18662	122141762	3.3389	
favour								



Voted	100	1	101	1181233143	2354802133	3536035276	96.6611
against							
Not Voted	3	Nil	3	Nil	Nil	N.A	N.A

The total votes cast against the resolution were more than the votes cast in favour. Hence, the Ordinary resolution proposed in Item No. 4 failed to obtain the requisite majority and was not approved by the Shareholders.

V. Resolution No. 5: -

Agenda No.	5				
Subject matter of	To fix the remuneration of Statutory Auditors appointed by the				
resolution	Comptroller & Auditor General of India for the financial year 2021-22 and onwards, as recommended by the Audit Committee and Board.				
Type of Resolution	Ordinary				

Particulars	culars Number of Votes		Number of	Number of votes contained in votes			
	Remote	_	Total	Remote e-	E-Voting at	Total	e of Total
	e-	at the		Voting	the AGM		valid votes
	Voting	AGM					cast
Total	716	19	735	1303355342	2354820795	3658176137	100
Received							
Voted in	685	19	704	1299685615	2354820795	3654506410	99.8997
favour							
Voted	27	Nil	27	3669727	Nil	3669727	0.1003
against					7.		
Not Voted	4	Nil	4	Nil	Nil	N.A	N.A
			9				

The following resolutions were therefore passed by the requisite majority:

"RESOLVED THAT, approval of the members be and is hereby accorded to fix the remuneration of Statutory Auditors appointed by the Comptroller & Auditor General of India at ₹14,50,000/- per annum plus applicable taxes plus Reimbursement of Out of pocket expenses for the financial year 2021-22 and onwards, as recommended by the Audit Committee and Board."

SPECIAL BUSINESS:

VI. Resolution No. 6: -

Agenda No.	6
Subject matter of	To approve the appointment of Dr. Udeeta Tyagi (DIN
resolution	05101501) as an Independent Director of the Company w.e.f. 08 th November, 2021.
Type of Resolution	Special



Particulars	Num	ber of Vote	s	Number of	Percentag		
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	e of Total
	e-	at the		Voting	the AGM		valid votes
	Voting	AGM					cast
Total	716	19	735	1303356243	2354820795	3658177038	100
Received							
Voted in	624	19	643	1226896981	2354820795	3581717776	97.9099
favour	62						
Voted	89	Nil	89	76459262	Nil	76459262	2.0901
against							
Not Voted	3	Nil	3	Nil	Nil	N.A	N.A

The following resolution were therefore passed by the requisite majority:

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), the appointment of the Dr. Udeeta Tyagi (DIN 05101501) as an Independent Director of the Company w.e.f. 08th November, 2021 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

VII. Resolution No. 7: -

Agenda No.	7
Subject matter of	To approve the appointment of Shri Saroj Ranjan Sinha (DIN
resolution	01478184) as an Independent Director of the Company w.e.f.
	08 th November 2021.
Type of Resolution	Special

Particulars	Num	ber of Vote	s	Number of votes contained in votes			Percentag
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	e of Total
	e-	at the		Voting	the AGM	*	valid votes
	Voting	AGM					cast
Total	716	19	735	1303355343	2354820795	3658176138	100
Received		-					
Voted in	623	19	642	1229063710	2354820795	3583884505	97.9692
favour							000000000000000000000000000000000000000
Voted	89	Nil	89	74291633	Nil	74291633	2.0308
against							
Not Voted	4	Nil	4	Nil	Nil	N.A	N.A
							10

The following resolutions were therefore passed by the requisite majority:



"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), the appointment of the Shri Saroj Ranjan Sinha (DIN 01478184) as an Independent Director of the Company w.e.f. 08th November, 2021 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 read with Corrigendum No. 15-22/4/2021-H-II dated 15.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."

VIII. Resolution No. 8: -

Agenda No.	8
Subject matter of	To approve the appointment of Dr. Danveer Singh Yadav
resolution	(DIN 09391688) as an Independent Director of the Company
	w.e.f. 09 th November, 2021.
Type of Resolution	Special

Particulars	Number of Votes			Number of	Percentag		
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	e of Total
	e-	at the		Voting	the AGM		valid votes
	Voting	AGM					cast
Total	716	19	735	1303356237	2354820795	3658177032	100
Received							
Voted in	619	19	638	1225403558	2354820795	3580224353	97.8691
favour							
Voted	93	Nil	93	77952679	Nil	77952679	2.1309
against							
Not Voted	4	Nil	4	Nil	Nil	N.A	N.A

The following resolutions were therefore passed by the requisite majority:

"RESOLVED THAT, pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof, for the time being in force), the appointment of the Dr. Danveer Singh Yadav (DIN 09391688) as an Independent Director of the Company w.e.f. 09th November, 2021 by the President of India vide Ministry of Power, Government of India's order 15-22/4/2021-H-II dated 08.11.2021 in exercise of powers conferred under Article 32 of the Articles of Association of the Company be and is hereby approved."



IX. Resolution No. 9: -

Agenda No.	9
Subject matter of resolution	To increase borrowing limits under Section 180(1)(c) of the Companies Act, 2013 to an aggregate of ₹40,000 Crore and to authorize Board under Section 180(1)(a) to create charges, mortgages and hypothecations on Company's assets for such borrowings.
Type of Resolution	Special

Particulars	Number of Votes			Number of	Percentag		
	Remote e-	E-Voting at the	Total	Remote e- Voting	E-Voting at the AGM	Total	e of Total valid votes
	Voting	AGM			e		cast
Total	716	19	735	1303356244	2354820795	3658177039	100
Received							
Voted in	601	18	619	1266155123	2354820745	3620975868	98.9831
favour							
Voted	113	1	114	37201121	50	37201171	1.0169
against							
Not Voted	2	Nil	2	Nil	Nil	N.A	N.A

The following resolutions were therefore passed by the requisite majority:

"RESOLVED THAT, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re- enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and /or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) outstanding at any time shall not exceed in the aggregate ₹40,000 Crore (Rupees Forty Thousand Crore only)."

"FURTHER RESOLVED THAT, pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and



immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/ Financial Institutions/ Agents/ Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the lenders of the Company towards security for borrowing of funds for the purposes of business of the Company. "

"FURTHER RESOLVED THAT, the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions."

X. Resolution No. 10: -

Agenda No.	10
Subject matter of	To ratify the remuneration to be paid to M/s A.J.S. &
resolution	Associates, Cost Accountants, Rishikesh (Dehradun) - Cost
	Auditors of the Company for the financial year 2022-23
	approved by the Board of Directors.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of	Percentag		
	Remote	E-Voting	Total	Remote e-	E-Voting at	Total	e of Total
	e-	at the		Voting	the AGM		valid votes
	Voting	AGM					cast
Total	716	19	735	1303356343	2354820795	3658176138	100
Received							
Voted in	670	19	689	1266226658	2354820795	3621047453	98.9850
favour							
Voted	42	Nil	42	37128685	Nil	37128685	1.0150
against							
Not Voted	4	Nil	4	Nil	Nil	N.A	N.A

The following resolutions were therefore passed by the requisite majority:

"RESOLVED THAT, pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration of ₹2,10,000/- plus GST as applicable, incurred in connection with the cost audit plus TA/DA to be paid to M/s A.J.S. & Associates, Cost Accountants, Rishikesh (Dehradun), Cost Auditors of the Company for the financial year 2022-23, as approved by the Board of Directors of the Company, be and is hereby ratified."



"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."

The Meeting concluded with vote of thanks to the Chair.

Place of signing: Shimla
Date of signing: 05th October, 2022

Date of Entry in Minute Book: 05th October, 2022

(Nand Lal Sharma)

Chairman & Managing Director

DIN: 03495554

