BSES Rajdhani Power Limited
BSES Bhawan, Nehru Place,
New Delhi - 110 019, India.
CIN : U40109DL2001PLC111527
GST : 07AAGCS3187H2Z3
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NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of BSES Rajdhani Power Limited will be held on Wednesday, 23rd day of September, 2026 at 12:00 Noon, through Video Conferencing for transacting the following business(es):

ORDINARY BUSINESS:

25.1 To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.

25.2 To appoint a Director in place of Shri Mitesh Kumar Shah (DIN:10878452), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

25.3 To ratify the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2026-27.

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 3,15,000 (Rupees Three Lakh Fifteen Thousand Only) plus out of pocket expenses of ₹ 25,000 (Rupees Twenty Five Thousand Only) plus Goods and Services Tax (GST), as applicable for the Financial Year 2026-27 to be paid to M/s M.K. Kulshrestha & Associates, Cost Accountants (Firm Registration No. 100209), who has been appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the Financial Year 2026-27, be and is hereby ratified.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.4 To appoint Shri Vijay Kumar Bidhuri, IAS (DIN: 08944321) as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Vijay Kumar Bidhuri, IAS (DIN: 08944321) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from October 28, 2025 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.5 To appoint Shri Santosh Dattatraya Vaidya, IAS (DIN: 05340193) as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Santosh Dattatraya Vaidya, IAS (DIN:05340193) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from March 25, 2026 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.6 To appoint Shri Prashant Goyal, IAS (DIN: 08123752) as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Prashant Goyal, IAS (DIN:08123752) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from April 28, 2026 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.7 To appoint Shri Ashok Kumar Khurana, IAS (Retd.) (DIN:00845971) as an Independent Director of the Company.

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 Sections 149, 150 and 152 read with Schedule IV and all applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ashok Kumar Khurana, IAS (Retd.) (DIN: 00845971) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from April 28, 2026 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director 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 Independent Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from April 28, 2026.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and thing and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.8 To re-appoint Shri Amal Sinha (DIN: 07407776) as an Executive Director of the Company.

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 152, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and any other applicable provisions of law, the provisions of the Articles of Association of the Company and as per the terms and conditions of the agreement executed with him and based on the recommendation of the Nomination and Remuneration Committee of the Board, the approval of the Members be and is hereby accorded for re-appointment of Shri Amal Sinha (DIN: 07407776) as an Executive Director of the Company for a period of 2 (Two) consecutive years w.e.f. July 01, 2026, liable to retire by rotation, on the terms and conditions including remuneration as set out in the statement annexed to the notice with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors, the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration payable to him during the tenure of his appointment subject to such increase being within the limits specified in the Act read with Schedule V to the Act.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration of ₹ 3,26,28,806 per annum Cost-to-Company which is inclusive of all perquisites, benefits and retiral benefits shall be paid to him as minimum remuneration.

RESOLVED FURTHER THAT the Board based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to provide annual increment / performance linked incentive payable to the Executive Director during tenure of his re-appointment in accordance with the Remuneration Policy for Directors, Key Managerial Personnel, Senior and Top Management adopted by the Board, and subject to the same being in line with the limits set out under the Act, read with Schedule V thereto as amended from time to time and as approved by the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

25.9 To appoint Shri Sanjeev Gupta (DIN: 11843913) as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act")

and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Sanjeev Gupta (DIN: 11843913) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from July 29, 2026 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.10 To appoint Shri Robin Sebastian (DIN: 05352385) as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Robin Sebastian (DIN: 05352385) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from July 29, 2026 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

25.11 To appoint Shri Jaidip Chatterjee (DIN: 11186018) as a Director of the Company.

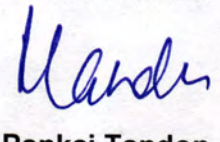
To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Jaidip Chatterjee (DIN: 11186018) who was appointed as an Additional Director in the capacity of Non-Executive Director of the Company by the Board of Directors with effect from July 29, 2026 pursuant to the provisions of Section 161 of

the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution."

By the order of the Board
For **BSES Rajdhani Power Limited**



Pankaj Tandon
Company Secretary
FCS:- 7248
pankaj.a.tandon@reliancegroupindia.com

Date : August 28, 2026
Place : New Delhi

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to items of Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2. Information in respect of the Directors / Key Managerial Personnel of the Company seeking appointment/re-appointment as set out in item no. 25.2, 25.4, 25.5, 25.6, 25.7, 25.8, 25.9, 25.10 and 25.11 as required under Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India is annexed hereto as **Annexure "A"** of the notice of the Meeting.

3. For record purposes, the place of the meeting shall be "Ganga" Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi – 110019.

4. The Ministry of Corporate Affairs (MCA) has vide General Circular No. 03/2025 dated September 22, 2025 allowed companies:

   i) To send the annual reports to shareholders through an email who have registered their email id with the Company/ Depositories.
   ii) To hold AGM through video conference (VC) or other audio-visual means (OAVM).
   iii) Since AGM is conducted via VC or OAVM, where physical attendance of the members has been dispensed with, there is no requirement of appointment of proxies. Hence, appointment of proxies is not allowed for this meeting.

5. A person, whose name is recorded in the Register of Members maintained by the Company as on date of meeting shall be entitled to attend the meeting.

6. Corporate members intending to make their authorized 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 on the e-mail of the Company Secretary of the Company at pankaj.a.tandon@reliancegroupindia.com prior to the date of the meeting.

7. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. All documents referred to in this Notice along with statutory records and registers/ returns including 'Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 as required to be kept open for inspection under the Act, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM. Members seeking to inspect such documents can send an email to pankaj.a.tandon@reliancegroupindia.com.

9. The Notice of the AGM along with the Annual Report 2025-26 is being sent by electronic mode to Members entitled to receive such e-mail as per records of the Company or as provided by the depository.

10. Members are requested to keep their copy of Annual Report with them during AGM.

11. Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Director(s) or Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

12. **General Instruction for accessing and participating in the 25th AGM through VC**

i) The meeting shall be conducted via "WEBEX" under which each member shall be provided with a meeting Id and Password through which the member shall be able to have access to the meeting.

ii) The CISCO software can be downloaded via https://www.webex.com/downloads.html.
Members can download the software from the above link for their laptops and computer sets. However, if any member is attending from his mobile set, the software can be downloaded from play store.

iii) After downloading, each member shall enter into the application as a guest and then the application will ask the meeting ID and Password. Members may participate in the meeting by entering the following details:

Meting ID : 2516 074 6017
Password : 123456

Kindly keep the Meeting ID and Password confidential. Do not share it with anyone.

iv) The Member needs to enter, meeting ID in the box and it will open a new window in which the password needs to be entered and the member will be admitted in the meeting.

v) Members shall be able to login to the meeting 15 minutes before the scheduled time of the meeting. Each member after logging in shall be admitted to a virtual waiting room whereby they can wait until the host starts the meeting.

vi) After the host starts the meeting, each of the members will be requested to mute their microphones so that their voices do not interrupt the meeting. When the host takes the name, the said member will unmute himself/herself and speak. After the discussion is over, he/she shall again mute his/ her microphone.

vii) It is requested to use headphones while attending the meeting so as to avoid any noise disturbance. Further, it is requested to use Wi-Fi network over cellular so as to avoid any networking problem.

viii) Every member shall respond to his/her name when the host introduces them to other members. In case any member has any query, then they can raise their hand and unmute themselves after they are requested to speak. The member asking query shall first provide his name and then ask the question.

ix) In case of any technical assistance, a member can email on pankaj.a.tandon@reliancegroupindia.com or can either give a call on 011-49107192.

13. The Chairperson may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Companies Act, 2013 and the rules made thereunder.

STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 25.3

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on July 29, 2026 approved the appointment of M/s M.K. Kulshrestha & Associates, Cost Accountants, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the Financial Year 2026-27 at a remuneration of ₹ 3,15,000 (Rupees Three Lakh Fifteen Thousand Only) plus out of pocket expenses of ₹ 25,000 (Rupees Twenty Five Thousand Only) plus Goods and Services Tax (GST), as applicable for the Financial Year 2026-27.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration of M/s. M.K. Kulshrestha & Associates, Cost Accountants.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.3 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.3 of the accompanying notice for the approval of Members.

Item No. 25.4

Shri Vijay Kumar Bidhuri, IAS (DIN: 08944321), Nominee Director of Delhi Power Company Limited, was appointed as an Additional Director in the capacity of Non- Executive Director of the Company w.e.f. October 28, 2025 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Vijay Kumar Bidhuri, IAS, holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Vijay Kumar Bidhuri, IAS for the office of Director. Shri Vijay Kumar Bidhuri, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Vijay Kumar Bidhuri, IAS are given in **Annexure "A"**.

Except Shri Vijay Kumar Bidhuri, IAS, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.4 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.4 of the accompanying notice for the approval of Members.

Item No. 25.5

Shri Santosh Dattatraya Vaidya, IAS (DIN: 05340193), Nominee Director of Delhi Power Company Limited, was appointed as an Additional Director in the capacity of Non- Executive Director of the Company w.e.f. March 25, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Santosh Dattatraya Vaidya, IAS, holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Santosh Dattatraya Vaidya, IAS for the office of Director. Shri Santosh Dattatraya Vaidya, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Santosh Dattatraya Vaidya, IAS are given in **Annexure "A"**.

Except Shri Santosh Dattatraya Vaidya, IAS, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.5 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.5 of the accompanying notice for the approval of Members.

Item No. 25.6

Shri Prashant Goyal, IAS (DIN: 08123752), Nominee Director of Delhi Power Company Limited, was appointed as an Additional Director in the capacity of Non- Executive Director of the Company w.e.f. April 28, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Prashant Goyal, IAS, holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Prashant Goyal, IAS for the office of Director. Shri Prashant Goyal, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Prashant Goyal, IAS are given in **Annexure "A"**.

Except Shri Prashant Goyal, IAS, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.6 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.6 of the accompanying notice for the approval of Members.

Item No. 25.7

Pursuant to the provisions of Sections 149, 150 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company, the Board of Directors appointed Shri Ashok Kumar Khurana, IAS (Retd.) (DIN:00845971) as an Additional Director in the capacity of Independent Director of the Company with effect from April 28, 2026.

The Company has received a declaration from Shri Ashok Kumar Khurana, IAS (Retd.) confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act for appointment as an Independent Director of the Company. Shri Ashok Kumar Khurana, IAS (Retd.) has consented for his appointment as an Independent Director of the Company, and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Company has also received notice in writing under Section 160 of the Act from a member signifying its intention to propose his candidature as an Independent Director on the Board of the Company.

In accordance with the provisions of Section 161 of the Act, he holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as an Independent Director for a term of 5 (five) consecutive years with effect from April 28, 2026. During the tenure of his appointment, he shall not be liable to retire by rotation as provided under Section 152 (6) of the Act.

The Board of Directors considers it in the interest of the Company to appoint him as an Independent Director on the Board of the Company.

The details of Shri Ashok Kumar Khurana, IAS (Retd.) are given in **Annexure "A"**.

Except, Shri Ashok Kumar Khurana, IAS (Retd.), none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.7 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.7 of the accompanying notice for the approval of Members.

Item No. 25.8

Shri Amal Sinha was re-appointed as an Executive Director of the Company for a period of 2 (two) years by the Board of Directors with effect from July 01, 2024 which was approved by the Members at the Annual General Meeting held on December 13, 2024. The remuneration of Shri Amal Sinha is ₹ 3,26,28,806 per annum comprising of fixed pay of ₹ 2,53,85,211 per annum and Performance linked incentive of ₹ 72,43,595 per annum. He is also covered under the retention scheme of the company as per the policy.

The Board of Directors in its meeting held on June 16, 2026 has re-appointed Shri Amal Sinha as an Executive Director of the Company for a period of 2 (two) consecutive years with effect from July 01, 2026 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company. All other terms and conditions of his appointment including remuneration remain unaltered unless revised by the Board. He will be considered as Whole-time Director in terms of Section 203 of the Companies Act, 2013 ("the Act").

Shri Amal Sinha is a Commerce Graduate from Shri Ram College of Commerce and is also a Chartered Accountant and a Cost Accountant by qualification. He has rich experience of about 38 years in manufacturing and service sector with expertise in areas of Corporate Finance, Financial Restructuring and Fund Raising, Strategy Planning, Budgetary and Financial Controls, Audits, Power Distribution business and Regulatory/ Legal Affairs. He held the position of Chief Executive Officer (CEO) of the Company from May 2016 to June 2021.

Shri Amal Sinha has given his consent for the re-appointment and has also confirmed that he is not disqualified from the appointment as per the provisions of Section 164 of the Act. Shri Amal Sinha will be liable to retire by rotation in accordance with the provisions of the Act. The Company has entered into an agreement with Shri Amal Sinha on June 16, 2026 containing the terms of his re-appointment including remuneration. Copy of the agreement is available for inspection at the registered office of the Company in between 10:00 A.M. to 5 P.M. on all working days except Saturday till the date of ensuing Annual General Meeting.

The detailed profile of Shri Amal Sinha is given in the **Annexure "A"**.

Except Shri Amal Sinha, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.8 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.8 of the accompanying notice for the approval of Members.

Item No. 25.9

Shri Sanjeev Gupta (DIN: 11843913), Nominee Director of Reliance Infrastructure Limited, was appointed as an Additional Director in the capacity of Non- Executive Director of the Company w.e.f. July 29, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Sanjeev Gupta, holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Sanjeev Gupta for the office of Director. Shri Sanjeev Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Sanjeev Gupta are given in **Annexure "A"**.

Except Shri Sanjeev Gupta, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.9 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.9 of the accompanying notice for the approval of Members.

Item No. 25.10

Shri Robin Sebastian (DIN: 05352385), Nominee Director of Reliance Infrastructure Limited, was appointed as an Additional Director in the capacity of Non- Executive Director of the Company w.e.f. July 29, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Robin Sebastian, holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Robin Sebastian for the office of Director. Shri Robin Sebastian is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Robin Sebastian are given in **Annexure "A"**.

Except Shri Robin Sebastian, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.10 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.10 of the accompanying notice for the approval of Members.

Item No. 25.11

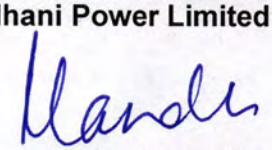
Shri Jaidip Chatterjee (DIN: 11186018), Nominee Director of Reliance Infrastructure Limited, was appointed as an Additional Director in the capacity of Non- Executive Director of the Company w.e.f. August 27, 2026 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Shri Jaidip Chatterjee holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under the Act. The Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to propose the candidature of Shri Jaidip Chatterjee for the office of Director. Shri Jaidip Chatterjee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Jaidip Chatterjee are given in **Annexure "A"**.

Except Shri Jaidip Chatterjee, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 25.11 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 25.11 of the accompanying notice for the approval of Members.

By the order of the Board
For **BSES Rajdhani Power Limited**



Pankaj Tandon
Company Secretary
FCS:- 7248
pankaj.a.tandon@reliancegroupindia.com

Date : August 28, 2026
Place : New Delhi

Annexure "A"

DETAILS OF DIRECTORS AND KMP SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 25TH ANNUAL GENERAL MEETING

S. No.	Particulars	Shri Mitesh Kumar Shah (Re-Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Amal Sinha (Re-Appointment)	Shri Sanjeev Gupta (Appointment)	Shri Robin Sebastian (Appointment)	Shri Jaidip Chatterjee (Appointment)
1.	DIN / PAN	10878452	08944321	05340193	08123752	00845971	07407776	11843913	05352385	11186018
2.	Date of Birth	17.06.1972	29.08.1979	14.04.1974	25.07.1967	24.01.1950	09.03.1963	15.09.1965	29.09.1972	09.01.1976
3.	Date of appointment on the Board	06.01.2025	28.10.2025	25.03.2026	28.04.2026	28.04.2026	01.07.2026	29.07.2026	29.07.2026	27.08.2026
4.	Qualifications	Chartered Accountant, Cost Accountant, Company Secretary and Graduate from Shri Ram College of Commerce	I.A.S., B.Sc. Hons. In Physics (University of Delhi)	I.A.S., Under Graduation from Indian Institute of Technology, Kharagpur, Master Program in Economics from IGNOU- Delhi and in International Public Policy from the Johns Hopkins University, USA	I.A.S., B.E. in Electrical Engineering from REC Jaipur, an M.A. in Economics, and a Postgraduate Diploma in Public Policy and Management.	I.A.S., (1976-AGMUT Cadre)	Chartered Accountant, Cost Accountant, Graduate from Shri Ram College of Commerce	B. Com (Hons), Chartered Accountant from the Institute of Chartered Accountants of India	B. Tech, MBA (Finance)	Post Graduate Diploma in Personnel Management and Industrial Relations from Xavier Institute of Social Service and Master of Commerce from University of Calcutta.
5.	Experience	He is having a rich experience of 29 years in Power distribution, Manufacturing and Retail sector. He has worked in various organizations like Rahimfrooz Batteries, Lanco Anpara Power, Reliance Retail and Birla Yamaha Ltd. He has been	He has held various prominent position including Commissioner & Secretary, Secretary (Revenue), J&K State, Deputy Commissioner, Deputy Secretary (Urban Development/ Municipal Administration), Delhi.	He served in varied assignments in Arunachal Pradesh, Goa, Delhi, Andaman and Nicobar Islands and Jammu and Kashmir. He contributed to policy formulation in education and social welfare sectors in Goa. While serving in the water utility and municipal	He is a senior IAS officer with over three decades of experience across sovereign finance, fiscal policy, and large-scale infrastructure investment. He has held top executive roles in the Government of India and major states, currently	He is presently working as Vice Chairman of Association of Power Producers (APP), where he has been holding this position since June 2025. Before elevation to the post of Vice Chairman, he was the Director General of	He is having rich experience of about 38 years in power distribution, manufacturing and service sector with expertise in Power Distribution business, Regulatory/ Legal Affairs, Corporate Finance, Financial Restructuring	He is a Chartered Accountant and Senior Finance Executive with over 35 years of robust professional experience. His distinguished career includes a significant 22-year tenure at BSES, alongside impactful	He is a power sector executive with over 30 years of experience including four years' stint overseas. He is a graduate in engineering with post-graduation in Business Administration. He has started his career with BSES Limited, Mumbai and has over 30	He is seasoned Human Resource professional with over 25 years of diverse experience across infrastructure, financial services, consulting, ITES and manufacturing, spanning India and the Asia-Pacific region. Currently, he is associated with

S. No.	Particulars	Shri Mitesh Kumar Shah (Re-Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Amal Sinha (Re-Appointment)	Shri Sanjeev Gupta (Appointment)	Shri Robin Sebastian (Appointment)	Shri Jaidip Chatterjee (Appointment)
		associated with the BSES Discoms for more than 16 years, out of which 17 years of association with BSES Rajdhani Power Ltd & more than 5 years of association with BSES Yamuna Power Limited as Chief Financial Officer. He has rich experience of analysis of financial statements, funds management, budgeting, taxation, formulation of annual operating plans, cost optimization and control. He has taken various initiatives for strengthening of internal controls, improvement in systems and processes across functions. He	He is currently serving as Secretary Urban Development with additional charge of Secretary Environment and Forests, Government of Delhi. He has also served as Deputy Commissioner under Secretary (Land Revenue Management & District Administration/ District Administration, Champhai (Mizoram).	council in Delhi, he gained rich experience project development in infrastructure. As the staff officer to CM – Delhi, he supported judicious decision-making and coordination of flagship initiatives. During his stint in the Prime Minister's Office, he contributed to policy formulation and project monitoring in the energy and infrastructure sectors. He was instrumental in rolling out the rooftop solar program of Renewable Energy Ministry. While serving as a Senior Advisor of the World Bank at Washington DC, he gained insights into multilateral finance and the Bank's fiduciary policies on financing, environmental, social, and	serving as Additional Chief Secretary, Government of NCT of Delhi. He has led sovereign budget strategy, debt management, and capital mobilisation at the national level, and driven sub-national fiscal reforms, revenue enhancement, and expenditure rationalisation. His experience includes structuring PPPs, mobilising private capital, and delivering complex infrastructure program across transport, urban, energy, and industrial sectors. He has also contributed at the board level in multilateral	APP since January 2011. During his tenure, APP has become the collective voice of the private power generators and is consulted on all important issues impacting the power sector. During his service period, he has had wide ranging experience of over 30 years in Power, Finance and Economic policy across institutions – Government of India (DEA), State Government, PSUs, World Bank, DFID (UK) and Private Sector. During his three years deputation with the World Bank, he was involved with the first phase of reform in	and Fund Raising, Strategy Planning, Budgetary and Financial Controls and Audits. He has worked with L & T and Escorts Group, BSES Rajdhani Power Limited and Reliance Infrastructure Limited at various senior level positions. Currently, he is holding directorship in BSES Yamuna Power Limited. He is associated with the Company since 2006 managing the financial, strategic, legal and corporate affairs of the company.	foundational roles at the Steel Authority of India Limited (SAIL) and Jai Mata Glass. During his long-standing tenure at BSES, he played a pivotal role in Finance and Commercial Department in driving operational efficiency and commercial turnaround. Notably, his targeted efforts in curbing power theft were instrumental in significantly reducing AT&C (Aggregate Technical & Commercial) losses, directly strengthening the organization's bottom line. His strategic insights and integrity have	years of experience spanning setting up of power plants, O&M, regulatory affairs, P&L and commercial management. He has previously held leadership positions in BSES Kerala Power Limited, a wholly owned subsidiary of Reliance Infrastructure Limited and is currently Chairman of the Board of Utility Powertech Limited, a joint venture of NTPC Limited and Reliance Infrastructure Limited. He has been associated with BSES Delhi discoms since 2018 and led Procurement and contracts	Reliance Infrastructure Limited as Chief – Human Resources, leading the HR and Administration function. In his previous assignments, he has served as Chief HR at SREI (erstwhile SREI BNP PARIBAS), and held senior HR leadership roles with Accenture, Moody's and Standard Chartered Bank, including regional and global assignments in Singapore. He has significant expertise in business partnering, mergers and acquisitions, HR integration, talent management, organisational development, change management and leadership development. He continues to

S. No.	Particulars	Shri Mitesh Kumar Shah (Re-Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Amal Sinha (Re-Appointment)	Shri Sanjeev Gupta (Appointment)	Shri Robin Sebastian (Appointment)	Shri Jaidip Chatterjee (Appointment)
		has demonstrated good leadership qualities, team building capabilities and problem-solving skills.		governance aspects. He also played a key role in coordinating India's strategic initiative in Andaman & Nicobar islands. During his current assignment in Jammu and Kashmir, he focuses on public finance and fiscal policies for enhancing efficiency and development impact. He has received the national award for his work in the disability sector and the Election Commission's certificate for his work in Delhi.	development banking, including fiduciary oversight and portfolio management at the Asian Development Bank, with a focus on capital efficiency, risk management, and development outcomes.	the Power Sector. As the Country Head (Energy), DFID, he steered the power reform process in Andhra Pradesh, Madhya Pradesh and mitigation measures in Orissa. Before taking over as DG, APP, he was Additional Secretary in Ministry of Power. Prior to being an Additional Secretary, he was the Principal Secretary (Power), Govt. of Uttar Pradesh and Chairman, U.P. Power Corporation Limited.		consistently reinforced organizational credibility, fostered public trust, and ensured total readiness across complex regulatory and financial forums.	functions. Currently, he heads Smart Metering & Advanced Infrastructure Management System function of BSES Discoms.	collaborate with regional and global HR teams to design people-centric practices that support business objectives and create a thriving workplace. He was recognised among The Great Indian DEI Leaders (2024) for his contribution to Diversity, Equity and Inclusion.
6.	**Terms and Conditions of appointment / re-appointment along with details of**	Non- Executive Director Remuneration- NA	Non- Executive Director Remuneration- He shall be paid	Non- Executive Director Remuneration- He shall be paid sitting	Non-Executive Director Remuneration- He shall be	Non-Executive Director Remuneration- He shall be	Executive Director Remuneration- The details of	Non-Executive Director Remuneration- NA	Non-Executive Director Remuneration- NA	Non- Executive Director Remuneration- NA

S. No.	Particulars	Shri Mitesh Kumar Shah (Re-Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Amal Sinha (Re-Appointment)	Shri Sanjeev Gupta (Appointment)	Shri Robin Sebastian (Appointment)	Shri Jaidip Chatterjee (Appointment)
	remuneration and last drawn remuneration, if applicable.	(As he has forgone his entitlement of sitting fees for attending the meetings of the Board & its Committees).	sitting fees for attending Board Meetings.	fees for attending Board Meetings.	paid sitting fees for attending Board Meetings.	paid sitting fees for attending Board Meetings.	the remuneration are given in the resolution.	(As he has forgone his entitlement of sitting fees for attending the meetings of the Board & its Committees).	(As he has forgone his entitlement of sitting fees for attending the meetings of the Board & its Committees).	(As he has forgone his entitlement of sitting fees for attending the meetings of the Board & its Committees).
7.	**Shareholding in the Company**	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
8.	**Relationships with the Other Directors, Manager and other KMP(s).**	None	None	None	None	None	None	None	None	None
9.	**No. of Board Meetings attended during the financial year 2025-26 and other Directorships, Chairmanships, Committee Memberships.**	**No. of Board Meetings attended:** Seven (07) **(A) Directorship:** NIL	**No. of Board Meetings attended:** Three (3) **(A) Directorship:** 1. BSES Yamuna Power Limited 2. Delhi Metro Rail Corporation Limited 3. Delhi Tourism and Transportation Development Corporation Limited 4. TATA Power Delhi Distribution Limited 5. Shahjahanabad Re Development	**No. of Board Meetings attended:** NA **(A) Directorship:** 1. Shahjahanabad Re Development Corporation 2. Jammu and Kashmir Infrastructure Development Finance Corporation P Limited 3. Delhi State Civil Supplies Corporation Limited 4. Delhi Metro Rail Corporation Limited 5. Delhi Integrated Mukti Modal Transit System	**No. of Board Meetings attended:** NA **(A) Directorship:** 1. Delhi State Industrial and Infrastruture Development Corporation Limited 2. Delhi State Civil Supplies Corporation Limited 3. BSES Yamuna Power Limited 4. TATA Power Delhi Distribution	**No. of Board Meetings attended:** NA **(A) Directorship:** 1. Azoth Biotech Private Limited 2. GMR Agra Smart Meters Limited 3. GMR Kashi Smart Meters Limited 4. BSES Yamuna Power Limited	**No. of Board Meetings attended:** Seven (07) **(A) Directorship:** 1. BSES Yamuna Power Limited	**No. of Board Meetings:** NA **(A) Directorship:** NIL	**No. of Board Meetings attended:** NA **(A)Directorship:** BSES Kerala Power Limited 1. Utility Powertech Limited	**No. of Board Meetings:** NA **(A) Directorship:** NIL

S. No.	Particulars	Shri Mitesh Kumar Shah (Re-Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Amal Sinha (Re-Appointment)	Shri Sanjeev Gupta (Appointment)	Shri Robin Sebastian (Appointment)	Shri Jaidip Chatterjee (Appointment)
			Corporation 6. Geospatial Delhi Limited	Limited 6. BSES Yamuna Power Limited 7. Delhi Tourism and Transportation Development Corporation Limited 8. Geospatial Delhi Limited 9. Tata Power Delhi Distribution Limited 10. Delhi State Industrial and Infrastruture Development Corporation Ltd	Limited					
		(B)Committee Chairmanship: NIL	**(B)Committee Chairmanship:** NIL	**(B) Committee Chairmanship:** NIL	**(B) Committee Chairmanship:** NIL	**(B) Committee Chairmanship:** NIL	**(B)Committee Chairmanship:** NIL	**(B) Committee Chairmanship:** NIL	**(B) Committee Chairmanship:** Contract Committee of Utility Powertech Limited	**(B) Committee Chairmanship:** NIL
		(C)Committee Membership: NIL	**(C)Committee Membership:** NIL	**(C) Committee Membership:** NIL	**(C) Committee Membership:** NIL	**(C) Committee Membership:** NIL	**(C)Committee Membership:** BSES Yamuna Power Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility Committee	**(C) Committee Membership:** NIL	**(C)Committee Membership:** NIL	**(C) Committee Membership:** NIL

S. No.	Particulars	Shri Mitesh Kumar Shah (Re-Appointment)	Shri Vijay Kumar Bidhuri, IAS (Appointment)	Shri Santosh Dattatraya Vaidya, IAS (Appointment)	Shri Prashant Goyal, IAS (Appointment)	Shri Ashok Kumar Khurana, IAS (Retd.) (Appointment)	Shri Amal Sinha (Re-Appointment)	Shri Sanjeev Gupta (Appointment)	Shri Robin Sebastian (Appointment)	Shri Jaidip Chatterjee (Appointment)
							4. Investment Committee			