



**MADHYA PRADESH MADHYA KSHETRA VIDYUT VITARAN COMPANY  
LIMITED**

*(Government of MP Undertaking)*

Regd. Office: Nishtha Parisar, Govindpura Bhopal 462023

☎ 0755-2602033-34, 2678280-383-325; Fax: 2589821

Website [portal.mpcz.in](http://portal.mpcz.in)

CIN Number: U40109MP2002SGC015119

Email: [csshairill@gmail.com](mailto:csshairill@gmail.com)

No. MD/MK/CA/4943

Dated: 09/09/2024

**DETAILED ADVERTISEMENT FOR THE POST OF INDEPENDENT DIRECTOR**

Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited, Bhopal invites applications for one post of Independent Director.

**A. Location/Department: Corporate Office, MPMKVVCL, Bhopal**

**B. Duration of Deputation or engagement: 3 years from the date of engagement. Applicants shall be eligible for another term subject to the provisions of Articles of Association of the Company.**

**C. Criteria for Applicants: -**

1. Any person from Superintending Engineer/General Manager position of a company/institution situated in the local limits of Bhopal (preferably), having experience of at least 25 years in the field of Power/Energy Sector,  
or;  
Director(s) / Head(s) / Dean(s)/ Head of Department(s) and Professors of top 200 institutions of India as per National Institutional Ranking Framework (NIRF) having experience of minimum 25 years.  
or;  
Any individual having qualification of CA/CS/CMA and experience of at least 25 years in their respective profession may also apply.

and-

2. He/ She shall satisfy the conditions specified under section 149(6) of the Companies Act, 2013 [Attached as Annexure-A];
3. He/ She shall not be disqualified under the provisions of section 164 of the Companies Act, 2013 [Attached as Annexure-B];
4. He/ She should be a person of integrity, morale, proven ability and shall be financially literate.
5. He/ She should be clear from vigilance angle.
6. He/ She should have a valid Director Identification Number (DIN).
7. He/ She should have an active registration under the IICA Databank managed by Ministry of Corporate Affairs.

8. He/ She should have passed the Online Proficiency Self-Assessment Test conducted by the IICA.
9. He/ She shall submit a declaration satisfying criteria mentioned in points 2. and 3. Above [Declaration is attached as Annexure- C]

The points 6, 7 and 8 in Para C shall be subject to the selection of the candidate and the same shall be complied by him/her within 2 months of selection as Independent Director of the Company if not complied with at the time of selection.

**D. Sitting Fees:**

The Independent Director will be paid Rs. 10,000 for attending each Board Meeting of the Company and Rs. 5,000 for attending each adjourned Board Meeting as sitting fees. He/she will be paid Rs. 5,000 for attending each Committee Meeting and Rs. 2,500 for attending each adjourned Committee Meeting of the Company.

**E. Tour & travel:**

The appointed person shall be entitled for re-imbusement of Air Fare / Train Fare and other incidental expenses, if any on actual basis for attending each meeting of the Board or each meeting of the Committee constituted by the Board (where appointee is a Member of the Committee). Apart from attending the meetings, if appointed person is required to visit sites of the Company for any assignment given by the Board, then he/she is also entitled for re-imbusement of Air Fare / Train Fare and other incidental expenses on actual basis in relation to performance of official duties.

**F. Key areas of Responsibilities:**

The Independent Director would be responsible for duties and functions as mentioned in Schedule IV of the Companies Act, 2013 [Attached as Annexure-D] and the duties as conferred upon him/her by the Companies Act, 2013 or any other legislation/notification/rule/circular etc. for the time being in force.

**G. Selection Criteria:**

- The applications received shall be shortlisted based on their eligibility as above-mentioned criteria.
- The selection will be done by a Selection committee as per Article of Association of company. The decision of the Selection committee will be final and binding.

#### **H. How to apply:**

- The application is to be submitted in hard copy to the address given below.
- Incomplete applications shall not be considered.
- Selected candidate shall be informed personally through mail and post and shall be given one week's time to accept or reject the position.
- In case of any queries please contact :-

**Company Secretary,**

**Email – [cshairill@gmail.com](mailto:cshairill@gmail.com)**

**Contact - +91 9893381988, Extension no. 262**

#### **I. Important Dates:**

- The last date of receipt of applications is **30<sup>th</sup> September, 2024 by 6:00 P.M.**
- On completion of the entire process the selected candidate shall be intimated of the result over phone and mail.

#### **J. Jurisdiction:**

Any disputes arising out of the selection process as well as service matters shall be within the jurisdiction of courts situated at Madhya Pradesh only.

#### **K. Interested candidates should forward their application to:**

The Company Secretary,

M.P. Madhya Kshetra Vidyut Vitaran Company Limited.,

Nishtha Parisar, Govindpura, Bhopal (M.P.) PIN-462023,

Exchange: (0755) 2602033 to 36, 2678325, 2678280 Ext.139

Fax: (0755) 2589821

**Kindly super scribe the envelope with “Application for the post of Independent Director”.**

Applications received through E-mail shall not be entertained. The application is required to be submitted directly to Company Secretary during office hours in a sealed envelope captioned “Application for the post of Independent Director”

**Managing Director**



**MADHYA PRADESH MADHYA KSHETRA  
VIDYUT VITARAN COMPANY LIMITED  
(A GOVERNMENT OF M.P. UNDERTAKING)**  
NISHTHA PARISAR, GOVINDPURA, BHOPAL (MP) 4620233  
☎-2602033;2602034; 2678377 FAX:2589821  
Website: [portal.mpcz.in](http://portal.mpcz.in)  
CIN : U40109MP2002SGC015119  
Email: [cshairill@gmail.com](mailto:cshairill@gmail.com)

**APPLICATION FORM FOR THE POST OF  
INDEPENDENT DIRECTOR**

Latest  
Passport  
size  
Photograph  
to be affixed  
here

Note : *All fields are mandatory for a complete application form*

**Personal Details**

Name :

\_\_\_\_\_

Last Name

\_\_\_\_\_

Middle Name

\_\_\_\_\_

First Name

Age & Date of Birth  
(DD/MM/YY)

\_\_\_\_\_

Gender:

\_\_\_\_\_

Permanent (Full Address &  
Contact No. of Office) :

\_\_\_\_\_

Designation:

\_\_\_\_\_

Occupation:

\_\_\_\_\_

Years of Experience:

\_\_\_\_\_

Phone Number:

\_\_\_\_\_

Alternate Number:

\_\_\_\_\_

Email ID:

\_\_\_\_\_

**APPLICATION FORM FOR THE POST OF  
INDEPENDENT DIRECTOR**

Relevant Work Experience in each organization/Company separately (supported by proof):

1.

Work Experience (starting from most recent)			
Name of Company/Organization			
Years with the Company (working since)			
S.No.	Position	Department	Years
1			
2			
3			
4			
others			

2.

Name of Company/Organization			
Years with the Company (working since)			
S.No.	Position	Department	Years
1			
2			
3			
4			
Others			

**APPLICATION FORM FOR THE POST OF  
INDEPENDENT DIRECTOR**

Brief Summary of your work experience (maximum 200 words) :

Academic Background (list year wise, your academic scores in post-graduation, graduation, HSC & SSC starting from most recent (should be supported by mark sheet/degree).

<b>Year of Study</b>	<b>Degree</b>	<b>Name of the Institute</b>	<b>CG / Percentage</b>

Achievements

Why do you want to apply for this position? (Maximum 200 words)

**Declaration**

I hereby declare that, the information furnished above is true to the best of my knowledge and belief. Further I hereby declare that no criminal cases/lokayukta case/Vigilance Case is pending/contemplated against me.

**Date :** \_\_\_\_\_  
**Place :** \_\_\_\_\_

\_\_\_\_\_  
**Signature**

**Section 149(6) of Companies Act, 2013-**

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director :-

(a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or Directors in the company, its holding, subsidiary or associate company;

(c) Not applicable in case of Government Company– Ministry of Corporate Affairs Notification dated 5th June, 2015;

(d) none of whose relatives-

(i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year: Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;

(ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or Directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;

(iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or Directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or

(iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);

(e) who, neither himself nor any of his relatives-

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, Directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

(f) who possesses such other qualifications as may be prescribed.



**Section 164 of Companies Act, 2013-**

(1) A person shall not be eligible for appointment as a director of a company, if -

(a) he is of unsound mind and stands so declared by a competent court;

(b) he is an undischarged insolvent;

(c) he has applied to be adjudicated as an insolvent and his application is pending;

(d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

(f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

(g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or

(h) he has not complied with sub-section (3) of section 152.

(i) he has not complied with the provisions of sub-section (1) of section 165.

(2) No person who is or has been a director of a company which-

(a) has not filed financial statements or annual returns for any continuous period of three financial years; or

(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more,

shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

Provided that where a person is appointed as a director of a company which is in default of clause (a) or clause (b), he shall not incur the disqualification for a period of six months from the date of his appointment.

In case of Government company - Sub-section (2) shall not apply. - Notification dated 5th June, 2015.

(3) A private company may by its articles provide for any disqualifications for appointment as a director in addition to those specified in sub-sections (1) and (2):

Provided that the disqualifications referred to in clauses (d), (e) and (g) of sub-section (1) shall continue to apply even if the appeal or petition has been filed against the order of conviction or disqualification.

**Declaration of Independence and Qualification**  
**[Pursuant to Section 149 and 164]**  
**The Companies Act, 2013**

I, \_\_\_\_\_ s/o \_\_\_\_\_,  
an applicant for the post of Independent Director of the Company hereby declare that I meet the  
criteria of Independence as provided in sub-section (6) of section 149 and Section 164 of the  
Companies Act, 2013 and the same is attached herewith. I further verify that I have read and  
understood all the relevant sections and rules made thereunder and/or related/incidental thereto  
and I qualify for the same.

**Date:**

**Signature:**

**Place:**

**Name:**

**Section 149(6) of Companies Act, 2013**

I declare that: -

- a) I am not a promoter of the company or its holding, subsidiary or associate company;
- b) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c) None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

d) none of my relatives—

(i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:

Provided that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two per cent. of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;

(ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or Directors, in excess of fifty lakhs rupees during the two immediately preceding financial years or during the current financial year;

(iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or Directors of such holding company, fifty lakhs rupees during the two immediately preceding financial years or during the current financial year; or

(iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more

of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);]

e) Neither me nor any of my relatives—

- i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
- ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
  - A. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - B. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
- iii. I do not hold together with my relatives two per cent. or more of the total voting power of the company; or
- iv. I am not a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

**Signature:**

**Note: - Kindly mark initials on each page.**

### **Section 164 of Companies Act, 2013**

I declare that: -

- a) I am not of unsound mind and I do not stand so declared by a competent court;
- b) I am not an undischarged insolvent;
- c) I have not applied to be adjudicated as an insolvent and/or my application is pending;
- d) I have not been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for more than six months

or

I have been convicted for a period of less than six months and five years have elapsed from the date of expiry of the sentence.

(Kindly score out any one)

- e) There is no order disqualifying me for appointment as a director, passed by a court or Tribunal and no such order is in force;
- f) I have not been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years
- g) I have complied with the provisions of sub-section (1) of section 165 i.e. –

I do not hold office as a director, including any alternate Directorship, in more than twenty companies at the same time. In case of public the number does not exceed ten.

Provided that for reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

- h) I am/have not been a director of a company which -
  - i. has not filed financial statements or annual returns for any continuous period of three financial years; or
  - ii. has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more,

Or

I am/have been a director of a company as mentioned in clauses (i) and (ii) above and a period of five years have lapsed from the date of default.

(Kindly score out any one)

In cases where a person is appointed as a director of a company which is in default of clause (i) or clause (ii), he shall not incur the disqualification for a period of six months from the date of his appointment.

Provided further that the disqualifications referred to in clauses (d), (e) and (f) mentioned above shall apply even if the appeal or petition has been filed against the order of conviction or disqualification.

**Signature:**

**Note: - Kindly mark initials on each page and score out wherever it is indicated as such.**

## SCHEDULE IV

[See section 149(8)]

**CODE FOR INDEPENDENT DIRECTORS**

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

**I. Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

**II. Role and functions:**

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

**III. Duties :**

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;



- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) <sup>1</sup>[act within their authority], assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **IV. Manner of appointment:**

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
  - (a) the term of appointment;
  - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
  - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - (d) provision for Directors and Officers (D and O) insurance, if any;
  - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
  - (f) the list of actions that a director should not do while functioning as such in the company; and

---

1. Subs. by Notification No. S.O. 2113(E), dated 5<sup>th</sup> July 2017, for “ acting within his authority” .

- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

#### **V. Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation.

#### **VI. Resignation or removal:**

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within <sup>1</sup>[three months] from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

#### **VII. Separate meetings:**

- (1) The independent directors of the company shall hold at least one meeting <sup>2</sup>[in a financial year], without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
- (a) review the performance of non-independent directors and the Board as a whole;
  - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
  - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **VIII. Evaluation mechanism:**

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

<sup>3</sup>[**Note:** The Provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VI and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraph are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Governments and such requirements are complied with by the Government companies.]

---

1. Subs. by Notification No. S.O. 2113(E), dated 5th July 2017, for "a period of not more than one hundred and eight days" (w.e.f. 5-7-2017).

2. Subs. by *ibid.*, for "in a year" (w.e.f. 5-7-2017).

3. Ins. by *ibid.*(w.e.f. 5-7-2017).