

पावर ट्रांसमिशन कारपोरेशन ऑफ उत्तराखण्ड लि०

(उत्तराखण्ड सरकार का उपक्रम)

महाप्रबन्धक (विधि एवं कम्पनी सचिव) कार्यालय

विद्युत भवन, नजदीक-आई०एस०बी०टी० क्रासिंग, सहारनपुर रोड़, माजरा, देहरादून-248002

दूरभाष नं० 0135-2642796 email:- praveentandon@ptcul.org

पत्रांक ३७२ / विधि एवं कं०स / पिटकुल / सू०प्रौ०

दिनांक 19.09.2018

उपमहाप्रबन्धक (सू० एवं प्रौ०),

पिटकुल,

देहरादून।

विषय :- 14वीं ए०जी०एम० के नोटिस को पिटकुल की वेबसाइट पर प्रदर्शित करने के सम्बन्ध में।

उपरोक्त विषयक 14वीं ए०जी०एम० का नोटिस आपको इस आशय के साथ संलग्न कर प्रेषित किया जा रहा है कि कृपया सैकेट्रेयिल स्टैण्डर्स (SS) - II के अनसुार उक्त नोटिस को पिटकुल की वेबसाइट पर प्रदर्शित करने हेतु उचित कार्यवाही करने का कष्ट करें।

संलग्न :- उपरोक्तानुसार।

(प्रवीन टण्डन),

महाप्रबन्धक (विधि एवं कम्पनी सचिव)



पावर ट्रान्समिशन कारपोरेशन ऑफ उत्तराखण्ड लि०

(उत्तराखण्ड सरकार का उपक्रम)

महाप्रबन्धक (विधि एवं कम्पनी सचिव) कार्यालय

विद्युत भवन, नजदीक-आई०एस०बी०टी० क्रॉसिंग, सहारनपुर रोड, माजरा, देहरादून-248002

दूरभाष नं० 0135-2642796 email:- praveentandon@ptcul.org

No. /GM (L&CS)/PTCUL/14th AGM

357(A)

Date: 01/09/2018

REVISED NOTICE

Further to the notice of 14th Annual General Meeting of the Company vide letter no. 357/GM(L&CS)/PTCUL/14th AGM dated 01.09.2018 and in its supersession, it is hereby intimated that the 14th Annual General Meeting of the Company will be held on **Thursday, 27th September, 2018 at 04.30 PM at the Board Room, 1st Floor at the registered office of the Company at Vidyt Bhawan, Near I.S.B.T. Crossing, Saharanpur Road, Majra, Dehradun** to transact the following business.

ORDINARY BUSINESS:

1. To consider approve and adopt the statement of profit and loss Account for the period 01-04-2017 to 31-03-2018, Balance Sheet as on 31-03-2018 along with all annexures appended thereto, Report of Board of Directors to Shareholders, Report of Statutory Auditors and Report of Comptroller & Auditor General of India on the accounts for financial year 2017-18 along with management reply thereto.
2. Appointment of Auditors and fixation of their remuneration for the financial year 2018-19 regarding:-
 - a) Statutory Auditors
 - b) Cost Auditors
 - c) Secretarial Auditor

The accounts for financial year 2017-18 have been audited by the Statutory Auditors and they have been submitted to Comptroller & Auditor General of India for their report thereon.

The Comptroller and Auditor General of India have also conducted their supplementary audit and their report is awaited.

On receipt of the said report, audited accounts, report of Statutory Auditors, report of Comptroller and Auditor General of India along with management reply on their comments and Director's Report to shareholder shall be placed before the Audit Committee as well as Board of Directors meeting that is scheduled on 27th September, 2018 i.e. before the Annual General Meeting and the decision taken by the Board in this regard, shall be informed to the Annual General Meeting in the meeting itself. The audited accounts alongwith the Auditors Report have been circulated.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution for regularization of appointment of Managing Director, Shri Sandeep Singhal.

3. **RESOLVED THAT** Shri Sandeep Singhal, who was appointed as Managing Director of the Company by GoU and will be appointed as such in 64th Board Meeting, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and will hold office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for appointment of Shri Sandeep Singhal as

Managing Director of the company w.e.f. 24.07.2018 on the terms and conditions as contained in his appointment letter."

FURTHER RESOLVED THAT subject to the provisions of Section 203 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the company be and is hereby accorded for appointment of Shri Sandeep Singhal as Key Managerial Personnel (Managing Director) w.e.f. 24.07.2018.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of appointment of Additional Director, Shri B. P. Pandey.

4. **RESOLVED THAT** Shri B. P. Pandey, who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 21st May, 2018, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed 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 for regularization of appointment of Additional Director, Dr. Ranjit Kumar Sinha.

5. **RESOLVED THAT** Dr. Ranjit Kumar Sinha, who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 21st May, 2018, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed 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 for regularization of appointment of Additional Director, Shri Amit Singh Negi.

6. **RESOLVED THAT** Shri Amit Singh Negi, who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 21st May, 2018, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for preferential allotment of equity shares.

7. **"RESOLVED THAT** consent of the members of the company be and is hereby accorded to allotment of 1,30,000 nos. of Equity Shares of Rs. 1000/- each by the Board of Directors in its meeting held on 26th February, 2018 to the Governor of Uttarakhand against the monies received from GoU as contribution in the scheme being undertaken by the Company as a wholly owned company of the State Government.

FURTHER RESOLVED THAT being a State Government Company, equity is provided to the company by the State Government from time to time by issuing Government Orders, and accordingly Board allots the shares to Hon'ble Governor of Uttarakhand without sending Letter of offer as provided under Section 62(1) (a) of the Companies Act, 2013.

FURTHER RESOLVED THAT the allotment of said shares by the Board of Directors be and is hereby confirmed.

G.O No. & Date	Mode of Payment	Equity Shares of Rs. 1000/- each	Date of allotment by Board
37/I(2)/2018-07(1)/08/2009 dated 08.01.2018	Equity Shares	1,30,000	26.02.2018

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for preferential allotment of equity shares.

8. **"RESOLVED THAT** consent of the members of the company be and is hereby accorded to allotment of 28,323 nos. of Equity Shares of Rs. 1000/- each by the Board of Directors in its meeting held on 21st May, 2018 to the Governor of Uttarakhand against the monies received from GoU as contribution in the scheme being undertaken by the Company as a wholly owned company of the State Government.

FURTHER RESOLVED THAT being a State Government Company, equity is provided to the company by the State Government from time to time by issuing Government Orders, and accordingly Board allots the shares to Hon'ble Governor of Uttarakhand without sending Letter of offer as provided under Section 62(1) (a) of the Companies Act, 2013.

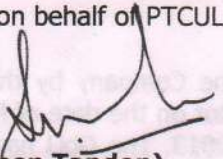
FURTHER RESOLVED THAT the allotment of said shares by the Board of Directors be and is hereby confirmed.

G.O No. & Date	Mode of Payment	Equity Shares of Rs. 1000/- each	Date of allotment by Board
545/I(2)/2018-07(1)/03/2012 dated 20.03.2018	Equity Shares	28,323	21.05.2018

You are requested to make it convenient to attend the meeting. Detailed agenda will be sent separately. None of the Directors shall be treated as interested Directors for purpose of the agenda items that are proposed to be discussed in the meeting.

Sincerely yours,

For & on behalf of PTCUL


(Praveen Tandon)
GM (Legal & Company Secretary)

31 08
Date: / /2018
Place:-Dehradun

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An explanatory statement pursuant to section 102 of Companies Act, 2013 is annexed herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.

Item No. 3

Section 196 provides for appointment of Managing Director subject to approval of members at the next general meeting of the company.

Shri Sandeep Singhal was appointed as a Managing Director and key Managerial personnel on 24.07.2018 by GoU order no. 1490/I(2)/2018/05-15/2016 टी0सी0 dated 20.07.2018 and his appointment will be put forth for approval by the Board of Directors in its 64th meeting and hence, consent of the members is sought.

The matter is being placed before the Members for their considerations and approval. None of the Directors is concerned or interested in the resolution except Shri Sandeep Singhal.

Item No. 4

Shri B. P. Pandey, who was appointed as an Additional Director by the Board of Directors in its meeting held on 21.05.2018, vacates the office as the Director on the date of forthcoming Annual General Meeting according to section 161 of the Companies Act, 2013. The GoU has appointed him as Director as per the applicable provisions of the Articles of Association ("AOA") of the Company.

The matter is being placed before the Members for their considerations and approval. None of the Directors is concerned or interested in the resolution except Shri B. P. Pandey.

Item No. 5

Dr. Ranjit Kumar Sinha, who was appointed as an Additional Director by the Board of Directors in its meeting held on 21.05.2018 vacates the office as the Director on the date of forthcoming Annual General Meeting according to section 161 of the Companies Act, 2013. The GoU has appointed him as Director as per the applicable provisions of the Articles of Association ("AOA") of the Company.

The matter is being placed before the Members for their considerations and approval. None of the Directors is concerned or interested in the resolution except Dr. Ranjit Kumar Sinha.

Item No. 6

Shri Amit Singh Negi, who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 21.05.2018, vacates the office as the Director on the date of forthcoming Annual General Meeting according to section 161 of the Companies Act, 2013. The GoU has appointed him as Director as per the applicable provisions of the Articles of Association ("AOA") of the Company.

The matter is being placed before the Members for their considerations and approval. None of the Directors is concerned or interested in the resolution except Shri Amit Singh Negi.

Item No. 7

Section 62(1)(c) of the Companies Act, 2013 provides that a company may, at any time, issue shares to any persons if so authorized by a special resolution in the General meeting. The preferential allotment of equity shares of total 1,30,000 nos. was approved by the Board of Directors in its meeting held on 26.02.2018 to the Governor of Uttarakhand against the monies received from GoU as contribution in the scheme being undertaken by the Company as a wholly owned company of the State Government.

Therefore, in terms of the above provisions, members' approval is sought for the allotment of total 1,30,000 nos. of Equity Shares of the face value of Rs. 1000 each in the Authorized Equity Share Capital of the Company to the Governor of Uttarakhand as per Board's approval in the 62nd meeting of Board of Directors held on 26.02.2018.

The matter is being placed before the Members for their considerations and approval. None of the Directors are deemed to be interested in the resolution.

Item No. 8

Section 62(1)(c) of the Companies Act, 2013 provides that a company may, at any time, issue shares to any persons if so authorized by a special resolution in the General meeting. The preferential allotment of equity shares of total 28,323 nos. was approved by the Board of Directors in its meeting held on 21.05.2018 to the Governor of Uttarakhand against the monies received from GoU as contribution in the scheme being undertaken by the Company as a wholly owned company of the State Government.

Therefore, in terms of the above provisions, members' approval is sought for the allotment of total 28,323 nos. of Equity Shares of the face value of Rs. 1000 each in the Authorized Equity Share Capital of the Company to the Governor of Uttarakhand as per Board's approval in the 63rd meeting of Board of Directors held on 21.05.2018.

The matter is being placed before the Members for their considerations and approval. None of the Directors are deemed to be interested in the resolution.

Sincerely yours,

For & on behalf of PTCUL



(Praveen Tandon)
GM (Legal & Company Secretary)

Date: 31 /05/2018

Place:-Dehradun