

# पावर ट्रांसमिशन 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:- gmlcs@ptcul.org

No. 10 /GM (L&CS)/PTCUL/16<sup>th</sup> AGM

Date: 07-01-2021

## **NOTICE OF THE ADJOURNED 16<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Company (which had been convened on 28<sup>th</sup> December, 2020 and was adjourned due to want of quorum as per Section 103 (2)(a) of Companies Act, 2013) will be held on **Monday, 28<sup>th</sup> December, 2020 at 12:30 Noon 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 through Video Conferencing** to transact the following business.

### **ORDINARY BUSINESS:**

1. To consider and adopt Balance Sheet of the Company for the financial year ended 31 March, 2020 and the profit & loss account for the year ended on that date along with the reports of the Board of Directors, Auditors and C&AG Reports thereon.
2. To consider and authorize the Board of Directors of the Company to fix the remuneration of Statutory Auditors M/s Bran & Associates pursuant to Section 142 of Companies Act, 2013 and other terms and conditions including reimbursement of out of pocket expenses as per actual. The Statutory Auditors of the Company have been appointed by the Comptroller and Auditor General of India in terms of Section 139(1) of the Companies Act, 2013 for the FY 2020-21.
3. To consider and approve appointment of M/s R. M. Bansal & Co. as Cost Auditor of the Company pursuant to section 148 of the Companies Act, 2013 for FY 2020-21 and authorize the Managing Director to fix their remuneration.

### **SPECIAL BUSINESS**

4. 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 Shri P.C. Dhyani as Director (HR).

**RESOLVED THAT** Shri P.C. Dhyani, who was appointed as Director (HR) of the Company by GoU and was appointed as such in 72<sup>nd</sup> Board Meeting held on 21.07.2020, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who hold office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

5. 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 Dr. Neeraj Kharwal as Managing Director, PTCUL and Director, PTCUL in the capacity of being Managing Director (UPCL).

**RESOLVED THAT** Dr. Neeraj Kharwal, was appointed as Managing Director of the Company by GoU and was appointed as such in 73<sup>rd</sup> Board meeting held on 25.11.2020, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company. He was also appointed as Director of the Company by GoU in his capacity of being Managing Director (UPCL) and was also appointed as such in 73<sup>rd</sup> Board meeting held on 25.11.2020, who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Managing Director and Director of the Company.

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6. 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 Shri Surender Babbar as Director (Finance).

**RESOLVED THAT** Shri Surender Babbar, who was appointed as Director (Finance) of the Company by GoU and was appointed as such by the Board of Directors in 73<sup>rd</sup> Board meeting held on 25.11.2020, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who hold office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

7. 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 Smt. Manisha Panwar as Director.

**RESOLVED THAT** Smt. Manisha Panwar, who was appointed as Director of the Company by GoU and was appointed as such by the Board of Directors in 73<sup>rd</sup> Board meeting held on 25.11.2020, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who hold office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

8. 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.

**RESOLVED THAT** Shri Sachin Kurve, who was appointed as Director of the Company by GoU and was appointed as such by the Board of Directors in 73<sup>rd</sup> Board meeting held on 25.11.2020, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company and who hold office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

9. 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.

**"RESOLVED THAT** consent of the members of the company be and is hereby accorded for allotment of 29,00,00,000 nos. of Equity Shares of Rs. 1000/- each by the Board of Directors in the 71<sup>st</sup> Board meeting held on 23<sup>rd</sup> January, 2020 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
1672/I(2)/2019-07(1)/08/2009	Equity Shares	29,00,00,000	23.01.2020

10. **"RESOLVED THAT** consent of the members of the company be and is hereby accorded for allotment of 6,00,00,000 nos. of Equity Shares of Rs. 1000/- each by the Board of Directors in the 73<sup>rd</sup> Board meeting held on 25.11.2020 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.

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<b>G.O No. &amp; Date</b>	<b>Mode of Payment</b>	<b>Equity Shares of Rs. 1000/- each</b>	<b>Date of allotment by Board</b>
389/I(2)/2020-07(1)/08/2009 dated 19/06/2020 dated 19-06-2020	Equity Shares	6,00,00,000	25.11.2020

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution for regularization of re-appointment o f Shri J.L.Bajaj as an Independent Director.

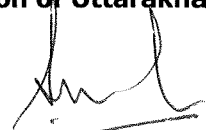
**RESOLVED THAT** Shri J.L. Bajaj, who was re-appointed as an Independent Director of the Company by GoU and was re- appointed as such in 73<sup>rd</sup> Board Meeting held on 25.11.2020 for another term of five years i.e. from 24.07.2020 to 23.07.2025, under Section 149,152 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company be and is hereby appointed as an Independent Director of the Company.

12. 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 Shri R.P.Sasmal as an Independent Director.

**RESOLVED THAT** Shri R.P.Sasmal, who was appointed as an Independent Director of the Company by GoU and was appointed as such w.e.f. 18.03.2020 in 72<sup>nd</sup> Board Meeting held on 21.07.2020, under Section 149,152 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company, be and is hereby appointed as an Independent Director of the Company.

**By order of the Board.**

**For Power Transmission Corporation of Uttarakhand Ltd.**



**(Praveen Tandon)**

**GM Legal & Company Secretary**

**Date: 07/01/2021**

**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. 4**

Shri P.C. Dhyani, who was appointed as Director (HR) by the Board of Directors in the meeting held on 21.07.2020, vacates the office as Director (HR) 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 P.C. Dhyani.

### **Item No. 5**

Shri Neeraj Kharwal, who was appointed as Managing Director by the Board of Directors in the meeting held on 25.11.2020, vacates the office as Managing Director on the date of forthcoming Annual General Meeting according to section 161 of the Companies Act, 2013. The GoU has appointed him as Managing 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 Neeraj Kharwal.

### **Item No. 6**

Shri Surender Babbar, who was appointed as an Director (HR) by the Board of Directors in the meeting held on 25.11.2020, vacates the office as Director (Finance) 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 Surender Babbar.

### **Item No. 7**

Smt. Manisha Panwar, who was appointed as Director by the Board of Directors in the held on 25.11.2020, vacates the office as Director on the date of forthcoming Annual General Meeting according to section 161 of the Companies Act, 2013 the GoU has appointed her 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 Smt. Manisha Panwar.

### **Item No. 8**

Shri Sachin Kurve, who was appointed as Director by the Board of Directors in the meeting held on 25.11.2020, vacates the office as 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 Sachin Kurve.

**Item No. 9**

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 29,00,00,000 nos. was approved by the Board of Directors in the meeting held on 23.01.2020 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 29,00,00,000 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 its meeting held on 23.01.2020.

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

**Item No. 10**

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 6,00,00,000 nos. was approved by the Board of Directors in the meeting held on 25.11.2020 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 6,00,00,000 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 meeting held on 25.11.2020.

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

**By order of the Board.**

**For Power Transmission Corporation of Uttarakhand Ltd.**



**(Praveen Tandon)**

**GM Legal & Company Secretary**

**Date: 07/01/2021**

**Place:-Dehradun**

**NOTES**

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.