



## पावरट्रांसमिशनकारपोरेशनऑफउत्तराखण्ड लि०

(उत्तराखण्डसरकारका उपक्रम)

महाप्रबन्धक (विधि एव कम्पनी सचिव)कार्यालय

विद्युतभवन, नजदीक-आई०एस०बी०टी० क्रॉसिंग, सहारनपुररोड़, माजरा, देहरादून-248002

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

No. 133 /GM (L&CS)/PTCUL/17<sup>th</sup> AGM

Date: 30.03.2022

### **NOTICE OF THE ADJOURNED 17<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 17<sup>th</sup> Adjourned Annual General Meeting of the Company will be held on Monday, 25<sup>th</sup> April, 2022 at 11:00 A.M. **at the Board Room, 1st Floor at the registered office of the Company at Vidyut Bhawan, Near I.S.B.T. Crossing, Saharanpur Road, Majra, Dehradun** to transact the following business.

#### **ORDINARY BUSINESS:**

1. To consider and adopt Balance Sheet of the Company for the financial year ended 31 March, 2021 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 2021-22.
3. To consider and approve appointment of M/s Jasneet Kaur Sahdev & Co. as Secretarial Auditor of the Company pursuant to section 204 of the Companies Act, 2013 for FY 2021-22.
4. To declare dividend for Financial Year 2020-21.
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 Smt. Radha Raturi as Director and Chairperson of the company.

**RESOLVED THAT** Smt. Radha Raturi, who was appointed as Director and Chairperson of the Company by GoU and was appointed as such in 76<sup>th</sup> Board Meeting held on 23.09.2021, 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 and Chairperson of the Company.

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 Sh. Ahmad Iqbal as Director.

**RESOLVED THAT** Sh. Ahmad Iqbal, who was appointed as Director of the Company by GoU and was appointed as such by the Board of Directors in 76<sup>th</sup> Board meeting held on 23.09.2021, 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 Sh. Anil Kumar as Director.

**RESOLVED THAT** Sh. Anil Kumar, who was appointed as Managing Director of UPCL by GoU and was appointed as Director PTCUL by the Board in 77<sup>th</sup> Board meeting held on 29.11.2021, under Section 161 of the Companies Act, 2013 and other applicable provisions of Articles of Association ("AOA") of the Company in terms of the Standing Order of GoU no. 2211/I(2)/2007-05/34/2003 dated 03.12.2007 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** consent of the members of the company be and is hereby accorded for allotment of 6,40,000 nos. of Equity Shares of Rs. 1000/- each by the Board of Directors in the 76<sup>th</sup> Board meeting held on 23<sup>rd</sup> September, 2021 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
470/I(2)/2021-07(1)/08/2009 dated 25/03/2021	Received from GOU	6,40,000	23.09.2021

**By order of the Board.**

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

Date: 29/03/2022

Place:-Dehradun



(Praveen Tandon)  
GM Legal & Company Secretary

## **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. 5**

The GoU has appointed Smt. Radha Raturi, as Director and Chairperson of PTCUL as per the applicable provisions of the Articles of Association ("AOA") of the Company. The Board of the Company has appointed her as such in the 76<sup>th</sup> meeting held on 23.09.2021 under section 161 of the Companies Act, 2013 and accordingly she vacates the office as Director on the date of forthcoming Annual General Meeting.

The matter is being placed before the Members for their considerations and approval of appointment Smt. Radha Raturi ji as Director and chairperson of the company. None of the Directors is concerned or interested in the resolution except Smt. Radha Raturi.

#### **Item No. 6**

The GoU has appointed Sh. Ahmed Iqbal, as Director of PTCUL as per the applicable provisions of the Articles of Association ("AOA") of the Company. The Board of the Company has appointed her as such in the 76<sup>th</sup> meeting held on 23.09.2021 under section 161 of the Companies Act, 2013 and accordingly he vacates the office as Director on the date of forthcoming Annual General Meeting.

The matter is being placed before the Members for their considerations and approval of appointment of Sh. Ahmed Iqbal. None of the Directors is concerned or interested in the resolution except Sh. Ahmad Iqbal.

#### **Item No. 7**

The GoU has appointed Sh. Anil Kumar, as Managing Director of UPCL as per the applicable provisions of the Articles of Association ("AOA") of the Company. The Board of the Company has appointed him as such in the 76<sup>th</sup> meeting held on 23.09.2021 in terms of the Standing Order of GoU no. 2211/I(2)/2007-05/34/2003 dated 03.12.2007 under section 161 of the Companies Act, 2013 and accordingly he vacates the office as Director on the date of forthcoming Annual General Meeting.

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

**Item No. 8**

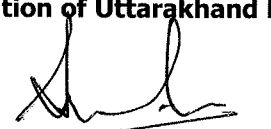
Section 62(1)(c) of the Companies Act, 2013 provides that a company may, at any time, issue shares to any persons if so authorized by a special resolution in the General meeting. The preferential allotment of equity shares of total 6,40,000 nos. was approved by the Board of Directors in the meeting held on 23.09.2021 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 6,40,000 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 23.09.2021.

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: 29/03/2022**

**Place:-Dehradun**