

**NOTICE**

NOTICE is hereby given that an Extra-Ordinary General Meeting (EOGM) of the members of Prayagraj Power Generation Company Limited will be held on Wednesday, the 30<sup>th</sup> November, 2022 at 11:30 a.m., through video conferencing (Microsoft Teams) as per relaxation given by Ministry of Corporate Affairs to hold Extra-Ordinary General Meeting through video conferencing (VC) or other audio-visual means (OAVM) vide its General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 22/2020 dated 15<sup>th</sup> June, 2020; 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020; 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December 2021 and 03/22 dated 5<sup>th</sup> May, 2022, due to COVID 19 pandemic, including any other circular issued in this regard ("collectively referred to as "MCA Circulars"), the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, circulars, if any, to transact the following business(es):

**Special Businesses:**

**1. Approval for the re-appointment of Mr. Narendra Nath Misra (DIN:00575501) as an Independent Director for a second term of 3 (Three) consecutive years on the Board of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 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 or any other rules or, regulations as may be amended from time to time, on the basis of the declaration received from Mr. Narendra Nath Misra (DIN: 00575501) that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. Narendra Nath Misra (DIN: 00575501) as an Independent Director on the Board of the Company, for the second term of 3 (Three) consecutive years commencing from December 04, 2022 till December 03, 2025, not liable to retire by rotation."

**2. Approval for the Re-appointment of Mr. Suneet Kumar Mathur (DIN:08403346) Independent Director for a second term of 3 (Three) consecutive years on the Board of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 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 or any other rules or, regulations

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

as may be amended from time to time, on the basis of the declaration received from Mr. Suneet Kumar Mathur (DIN:08403346) that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. Suneet Kumar Mathur (DIN:08403346) as an Independent Director on the Board of the Company, for the second term of 3 (Three) consecutive years commencing from January 15, 2023 till January 14, 2026, not liable to retire by rotation.”

**3. Approval for the Re-appointment of Mr. Kailash Nath Shrivastava (DIN:01584124), Independent Director for a second term of 3 (Three) consecutive years on the Board of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 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 or any other rules or, regulations as may be amended from time to time, on the basis of the declaration received from Mr. Kailash Nath Shrivastava (DIN: 01584124) that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of shareholders be and is hereby accorded for the re-appointment of Mr. Kailash Nath Shrivastava (DIN: 01584124) as an Independent Director on the Board of the Company, for the second term of 3 (Three) consecutive years commencing from January 15, 2023 till January 14, 2026, not liable to retire by rotation.”

**4. Approval for the Re-appointment of Ms. Rita Sinha (DIN: 05169220) Independent Director for a second term of 2 (Two) consecutive years and 6 (Six) months on the Board of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 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 or any other rules or, regulations as may be amended from time to time, on the basis of the declaration received from Ms. Rita Sinha (DIN: 05169220) that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, in respect of whom the Company has received a

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of shareholders be and is hereby accorded for the re-appointment of Ms. Rita Sinha (DIN: 05169220) as an Independent Director on the Board of the Company, for the second term of 2 (Two) consecutive years and 6 (Six) Months commencing from January 15, 2023 till July 14, 2025, not liable to retire by rotation.”

**NOTES:**

- (1) The relative explanatory statement pursuant to subsection (1) Section 102 of the Companies Act 2013 (the Act) and the rules made thereunder, in regard to the business set out in item no. 1, 2, 3 and 4 and the relevant details of the Director of the Company seeking re-appointment as set out in item no. 1, 2, 3 and 4 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed, Government of India, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020; 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December 2021 and 03/22 dated 5<sup>th</sup> May, 2022.
- (3) Institutional Investors, who are Members of the Company and Corporate Members intending to attend the EOGM through VC/OAVM and to vote thereat are required to send a scanned certified copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., at neha.malik@tatapower.com, authorizing its representative to attend the EOGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.
- (4) In compliance with the aforesaid MCA Circulars, Notice of the EOGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice for EOGM will also be available on the Company's website <https://ppgcl.co.in/>
- (5) Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) Since the EOGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed in this Notice.

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

- (7) To support the 'Green Initiative', Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including annual reports, notices, circulars, etc. from the Company electronically.
- (8) Updation of members' details:
- The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing additional details is appended at the end of this annual report. Members holding shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective DPs.
- (9) Members may obtain meeting link and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, AADHAAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com).
- (10) The Company will provide facility for audio visual participation in EOGM Weblink/recording etc.
- (11) The Company ensures that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act 2013 and all other documents referred to in the Notice, or authorizations for voting by bodies corporate, etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. November 3, 2022.
- (12) The Company ensures that the EOGM through VC/OAVM facility allows two-way videoconferencing or Microsoft Teams for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e. [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com).
- (13) The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- (14) A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since, EOGM will be held through VC/OAVM, where physical attendance of members in any case has been dispensed with,

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

there is no requirement for appointment of proxies. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this EOGM and hence, the proxy form is not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting to be held through VC/OAVM.

- (15) The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.
- (16) The meeting will be conducted through audio visual means (Microsoft Teams). Members may participate in the meeting through the following link:  
[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZDEzYmY4MWQtMjRmNC00MzM4LWlzZGQtM2RjMWNjYTU3NzQ3%40thread.v2/0?context=%7b%22Tid%22%3a%2204ea39e3-ac5b-4971-937c-8344c97a4509%22%2c%22Oid%22%3a%221a08a6b2-c1b5-4cb2-ba71-736146e7f6aa%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZDEzYmY4MWQtMjRmNC00MzM4LWlzZGQtM2RjMWNjYTU3NzQ3%40thread.v2/0?context=%7b%22Tid%22%3a%2204ea39e3-ac5b-4971-937c-8344c97a4509%22%2c%22Oid%22%3a%221a08a6b2-c1b5-4cb2-ba71-736146e7f6aa%22%7d)
- (17) Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this EOGM Notice. +91-9315611010 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
- (18) The Chairman 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.

By order of the Board  
For **Prayagraj Power Generation Company Limited**

Noida, 4<sup>th</sup> November, 2022  
CIN: U40101UP2007PLC032835

**Sd/-**  
**(Neha Malik)**  
**Company Secretary**  
Membership No. F10045

**Registered Office:**

Shatabdi Bhawan, B 12 & 13, Sector 4,  
Gautam Buddha Nagar, Noida, UP 201301  
Phone: +91-120-6102000  
Email: neha.malik@tatapower.com  
Website: <https://ppgcl.co.in>

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under item no. 1, 2, 3 and item no. 4 of the accompanying notice dated November 04, 2022.

**Item no. 1**

**Approval for the re-appointment of Mr. Narendra Nath Misra (DIN: 00575501) as an Independent Director for a second term of 3 (Three) consecutive years on the Board of the Company**

The Members of the Company, in their 13<sup>th</sup> Annual General Meeting held on September 16, 2020, approved the appointment of Mr. Narendra Nath Misra (DIN: 00575501) as an Independent Director on the Board of the Company for a period of 3 (Three) consecutive years with effect from December 04, 2019 till December 03, 2022.

Considering the rich knowledge, experience, expertise, suitability and the contribution made by Mr. Narendra Nath Misra, during his association with the Company, the Board of Directors of the Company November 04, 2022, on the basis of the recommendation of the Nomination & Remuneration Committee, has, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), approved the re-appointment of Mr. Narendra Nath Misra as an Independent Director of the Company for a second term of 3 (Three) consecutive years w.e.f. December 04, 2022, subject to the approval of the members of the Company.

The Company has received a Notice in writing under the provisions of Section 160 of the Act, from Mr. Narendra Nath Misra proposing his candidature for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Narendra Nath Misra

- a) consent to act as the Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- c) a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act;
- d) a declaration to the effect that he has registered himself with the Indian Institute of Corporate Affairs for inclusion of name in the Data Bank as per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The profile and specific areas of expertise of Mr. Misra are provided as annexure to this Notice.

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Mr. Narendra Nath Misra as an Independent Director of the Company for a second term commencing from December 04, 2022 till December 03, 2025 is being placed before the shareholders for their approval by way of a special resolution. Mr. Misra, if re-appointed, will not be liable to retire by rotation. A copy of the draft letter of appointment setting out the terms and conditions of Independent Director, will be available for inspection to the Members through electronic mode. Members may write to the Company at [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com) in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Other than Mr. Narendra Nath Misra and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 1.

Mr. Misra is not related to any other Director or KMPs of the Company.

## **Item no. 2**

### **Approval for the re-appointment of Mr. Suneet Kumar Mathur (DIN: 08403346) as an Independent Director for a second term of 3 (Three) consecutive years on the Board of the Company**

The Members of the Company, in their 13<sup>th</sup> Annual General Meeting held on September 16, 2020, approved the appointment of Mr. Suneet Kumar Mathur (DIN: 08403346) as an Independent Director on the Board of the Company for a period of 3 (Three) consecutive years with effect from January 15, 2020 till January 14, 2023.

Considering the rich knowledge, experience, expertise, suitability and the contribution made by Mr. Suneet Kumar Mathur, during his association with the Company, the Board of Directors of the Company on November 04, 2022, on the basis of the recommendation of the Nomination & Remuneration Committee, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), approved the re-appointment of Mr. Suneet Kumar Mathur as an Independent Director of the Company for a second term of 3 (Three) consecutive years w.e.f. January 15, 2023, subject to the approval of the members of the Company

The Company has received a Notice in writing under the provisions of Section 160 of the Act, from Mr. Suneet Kumar Mathur proposing his candidature for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Suneet Kumar Mathur

- a) consent to act as the Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- c) a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act;

## **Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

- d) a declaration to the effect that he has registered himself with the Indian Institute of Corporate Affairs for inclusion of name in the Data Bank as per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The profile and specific areas of expertise of Mr. Mathur are provided as annexure to this Notice.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Mr. Suneet Kumar Mathur as an Independent Director of the Company for a second term commencing from January 15, 2023 till January 14, 2026 is being placed before the shareholders for their approval by way of a special resolution. Mr. Mathur, if re-appointed, will not be liable to retire by rotation. A copy of the draft letter of appointment setting out the terms and conditions of Independent Director, will be available for inspection to the Members through electronic mode. Members may write to the Company at [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com) in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Other than Mr. Suneet Kumar Mathur and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 1.

Mr. Mathur is not related to any other Director or KMPs of the Company.

### **Item no. 3**

#### **Approval for the Re-appointment of Mr. Kailash Nath Shrivastava (DIN: 01584124), Independent Director for a second term of 3 (Three) consecutive years on the Board of the Company**

The Members of the Company, in their 13<sup>th</sup> Annual General Meeting held on September 16, 2020, approved the appointment of Mr. Kailash Nath Shrivastava (DIN: 01584124) as an Independent Director on the Board of the Company for a period of 3 (Three) consecutive years with effect from January 15, 2020 upto January 14, 2023.

Considering the rich knowledge, experience, expertise, suitability and the contribution made by Mr. Kailash Nath Shrivastava, during his association with the Company, the Board of Directors of the Company on November 04, 2022, on the basis of the recommendation of the Nomination & Remuneration Committee, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), approved the re-appointment of Mr. Kailash Nath Shrivastava as an Independent Director of the Company for a second term of 3 (Three) consecutive years w.e.f. January 15, 2023, subject to the approval of the members of the Company

The Company has received a Notice in writing under the provisions of Section 160 of the Act, from Mr. Kailash Nath Shrivastava proposing his candidature for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Kailash Nath Shrivastava

### **Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666



- a) consent to act as the Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act;
- c) a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act;
- d) a declaration to the effect that he has registered himself with the Indian Institute of Corporate Affairs for inclusion of name in the Data Bank as per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The profile and specific areas of expertise of Mr. Shrivastava are provided as annexure to this Notice.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Mr. Kailash Nath Shrivastava as an Independent Director of the Company for a second term commencing from January 15, 2023 till January 14, 2026 is being placed before the shareholders for their approval by way of a special resolution. Mr. Shrivastava, if re-appointed, will not be liable to retire by rotation. A copy of the draft letter of appointment setting out the terms and conditions of Independent Director, will be available for inspection to the Members through electronic mode. Members may write to the Company at [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com) in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Other than Mr. Kailash Nath Shrivastava and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 1.

Mr. Shrivastava is not related to any other Director or KMPs of the Company.

#### **Item no. 4**

#### **Approval for the Re-appointment of Ms. Rita Sinha (DIN: 05169220) Independent Director for a second term of 2 (Two) consecutive years and 6 (Six) months on the Board of the Company**

The Members of the Company, in their 13<sup>th</sup> Annual General Meeting held on September 16, 2020, approved the appointment of Ms. Rita Sinha (DIN: 05169220) as an Independent Director on the Board of the Company for a period of 3 (Three) consecutive years with effect from January 15, 2020 till January 14, 2023.

Considering the rich knowledge, experience, expertise, suitability and the contribution made by Ms. Rita Sinha, during her association with the Company, the Board of Directors of the Company on November 04, 2022, on the basis of the recommendation of the Nomination & Remuneration Committee, has, pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), approved the re-appointment of Ms. Rita Sinha as an Independent Director of the Company for a second term of 2 (Two) consecutive years and 6 (Six) months, subject to the approval of the members of the Company.

#### **Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

The Company has received a Notice in writing under the provisions of Section 160 of the Act, from Ms. Rita Sinha proposing her candidature for the office of Independent Director, to be re-appointed as such under the provisions of Section 149 of the Act.

The Company has received from Ms. Rita Sinha

- a) consent to act as the Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164(2) of the Act;
- c) a declaration to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act;
- d) a declaration to the effect that she has registered himself with the Indian Institute of Corporate Affairs for inclusion of name in the Data Bank as per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The profile and specific areas of expertise of Ms. Sinha are provided as annexure to this Notice.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, the re-appointment of Ms. Rita Sinha as an Independent Director of the Company for a second term commencing from January 15, 2023 till July 14, 2025 is being placed before the shareholders for their approval by way of a special resolution. Ms. Sinha, if re-appointed, will not be liable to retire by rotation. A copy of the draft letter of appointment setting out the terms and conditions of Independent Director, will be available for inspection to the Members through electronic mode. Members may write to the Company at [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com) in this regard, by mentioning "Request for Inspection" in the subject of the e-mail.

Other than Ms. Rita Sinha and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, as set out in Item No. 1.

Ms. Sinha is not related to any other Director or KMPs of the Company.

By order of the Board  
For **Prayagraj Power Generation Company Limited**

Noida: 4<sup>th</sup> November, 2022  
CIN: U40101UP2007PLC032835

**Sd/-**  
**(Neha Malik)**  
**Company Secretary**  
Membership No. F10045

**Registered Office:**

Shatabdi Bhawan, B 12 & 13, Sector 4,  
Gautam Buddha Nagar, Noida, Uttar Pradesh 201301  
Phone: +91-120-6102000  
Email: [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com)  
Website: <https://ppgcl.co.in>

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

**Details of the Director, seeking re-appointment at the Extra-Ordinary General Meeting**  
(In pursuance of Secretarial Standard 2 on General Meetings):

<b>Name of Director</b>	<b>Mr. Narendra Nath Misra</b>
DIN	00575501
Designation	Non-Executive and Independent Director
Date of birth	October 29, 1954
Age	68 years
Qualifications	B.E. (Electrical) from NIT Rourkela
Expertise in functional areas	Mr. Narendra Nath Misra is a former Director (Operations), NTPC Limited having 37 years' experience with NTPC. As Director (Operations) of NTPC, he was responsible for sustained and efficient performance of its power stations, fuel sourcing and management of fuel for a fleet of 114 nos. of coal and 41 nos. of gas based units spread across the length and breadth of the country. He has in depth experience in all facets of the power sector like design, engineering, contracts and procurement, human resources and operation services. He has represented India in CIGRE (International Conference on Large High Voltage Electrical System) and has contributed in many Study Committees and Working Groups of CIGRE.
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive and Independent Director of the Company
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	December 04, 2019
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during FY 2022-23 (Till date)	5
Other Directorships (All companies except of foreign Companies to be mentioned)	<ul style="list-style-type: none"> <li>• Directors of the following Companies:</li> <li>1. Gujarat Industries Power Company Limited</li> <li>2. Gujarat Urja Vikas Nigam Limited</li> <li>3. Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited</li> <li>4. IND-Barath Energy (Utkal) Limited</li> </ul>
Membership/chairmanship of all Committees of other Boards	Audit Committee of: <ul style="list-style-type: none"> <li>• Gujarat Industries Power Company Limited (Chairman)</li> </ul>

**Prayagraj Power Generation Company Limited**

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

	<ul style="list-style-type: none"> <li>• Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited (Member)</li> <li>• Gujarat Urja Vikas Nigam Ltd. (Member)</li> </ul> <p>Nomination &amp; Remuneration Committee of:</p> <ul style="list-style-type: none"> <li>• Gujarat Industries Power Company Limited (Member)</li> <li>• Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited (Member)</li> <li>• Gujarat Urja Vikas Nigam Ltd. (Member)</li> </ul> <p>Members of Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> <li>• Gujarat Urja Vikas Nigam Ltd. (Member)</li> </ul> <p>Risk Management Committee</p> <ul style="list-style-type: none"> <li>• Gujarat Industries Power Company Limited (Member)</li> </ul> <p>Other Committees</p> <ul style="list-style-type: none"> <li>• Personnel Committee - Gujarat Urja Vikas Nigam Ltd. (Member)</li> <li>• Personnel Committee - Gujarat Industries Power Company Limited (Chairman)</li> <li>• Project Committee - Gujarat Industries Power Company Limited (Member)</li> </ul>
--	--

<b>Name of Director</b>	<b>Mr. Suneet Kumar Mathur</b>
DIN	08403346
Designation	Non-Executive and Independent Director
Date of birth	March 17, 1958
Age	64 years
Qualifications	Post Graduate in Chemistry
Expertise in functional areas	He joined the State Bank of India (SBI) as a Probationary Officer in 1980. He superannuated from SBI in 2018 as Chief General Manager. He has also worked in IDBI Bank Limited as Executive Director, for more than 3 years, on deputation from SBI. He has also worked as President & CEO of Commercial Indo Bank LLC, MOSCOW, Russia, which is a subsidiary of SBI & was responsible for Banks overall operations in Russia. He has vast experience of nearly 38 years in Banking having worked in almost all the areas of Banking , namely Planning, Operations , Business Process Re-

### Prayagraj Power Generation Company Limited

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

	engineering , Retail Banking, Commercial Banking , International Banking, Vigilance & Ethics Departments. He is also a recipient of Vigilance Excellence Award from the Vice President of India.
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive and Independent Director of the Company
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	March 28, 2019
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during FY 2022-23 (Till date)	5
Other Directorships (All companies except of foreign Companies to be mentioned)	None
Membership/chairmanship of all Committees of other Boards	None

<b>Name of Director</b>	<b>Mr. Kailash Nath Shrivastava</b>
DIN	01584124
Designation	Non-Executive and Independent Director
Date of birth	January 01, 1954
Age	68 years
Qualifications	Retired IAS officer from 1978 Batch, Karnataka Cadre, Government of India
Expertise in functional areas	Mr. K N Shrivastava has over 40 years of experience in Public Administration. Mr. Shrivastava is a retired IAS officer from 1978 Batch, Karnataka Cadre, Government of India. Currently, he is a member of Central Administrative Tribunal (CAT), New Delhi. His last assignment as IAS officer was Secretary, Ministry of Civil Aviation, Government of India, New Delhi.
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive and Independent Director of the Company
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	January 15, 2020
Shareholding in the Company	NIL

### Prayagraj Power Generation Company Limited

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during FY 2022-23 (Till date)	5
Other Directorships (All companies except of foreign Companies to be mentioned)	4 (Four): 1. TP Central Odisha Distribution Limited 2. TP Southern Odisha Distribution Limited 3. TP Western Odisha Distribution Limited 4. TP Northern Odisha Distribution Limited
Membership/chairmanship of all Committees of other Boards	Member/Chairman of Audit Committee of: <ul style="list-style-type: none"> <li>• TP Central Odisha Distribution Limited (Member)</li> <li>• TP Southern Odisha Distribution Limited (Member)</li> <li>• TP Western Odisha Distribution Limited (Member)</li> <li>• TP Northern Odisha Distribution Limited (Member)</li> </ul> Member/Chairman of Nomination & Remuneration Committee of: <ul style="list-style-type: none"> <li>• TP Central Odisha Distribution Limited (Chairman)</li> <li>• TP Southern Odisha Distribution Limited (Chairman)</li> <li>• TP Western Odisha Distribution Limited (Chairman)</li> <li>• TP Northern Odisha Distribution Limited (Chairman)</li> </ul>

<b>Name of Director</b>	<b>Ms. Rita Sinha</b>
DIN	05169220
Designation	Non-Executive and Independent Director
Date of birth	July 30, 1950
Age	72 years
Qualifications	IAS and M.A. in Geography from Punjab University, Chandigarh
Expertise in functional areas	Ms. Rita Sinha is retired I.A.S. in July 2010 from the post of Secretary to the Government of India, Department of Land Resources, Ministry of Rural Development. She has held several assignments both

### Prayagraj Power Generation Company Limited

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666

	in the Central and State Governments in a career spanning almost 38 years. Ms. Sinha has been a Director on the Power Grid Corporation of India Ltd. from 2011 till 2014. Currently, she is an Independent Director on the Board of Maithon Power Limited.
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive and Independent Director of the Company
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	January 15, 2020
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during FY 2022-23 (Till date)	4
Other Directorships (All companies except of foreign Companies to be mentioned)	1 (One): <ul style="list-style-type: none"> <li>• Maithon Power Limited</li> </ul>
Membership/chairmanship of all Committees of other Boards	Member/Chairman of Nomination & Remuneration Committee of: <ul style="list-style-type: none"> <li>• Maithon Power Limited (Chairperson)</li> </ul>

### Prayagraj Power Generation Company Limited

Registered Office: Shatabdi Bhawan, B 12 & 13, Sector 4, Gautam Budh Nagar, Noida, Uttar Pradesh – 201301.  
Phone: +91-120-6102000 | CIN: U40101UP2007PLC032835

Plant Address: P.O. – Lohgara, Tehsil – Bara, Prayagraj (Allahabad), Uttar Pradesh – 212107.  
Phone: 7525006400/8528846666