

PRAYAGRAJ POWER GENERATION COMPANY LIMITED

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of Prayagraj Power Generation Company Limited will be held on Monday, 31st July 2023 at 03:00 p.m. (IST), through Video Conferencing / Other Audio-Visual Means (Microsoft Teams), to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Vijay Vinayak Namjoshi (DIN: 08626492), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Ratification of Cost Auditor's remuneration

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Sanjay Gupta and Associates, Cost Accountants (Firm Registration No. 000212), who was appointed as Cost Auditors by the Board of Directors of the Company, to audit the cost records of the Company for the Financial Year 2023-24, at a remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand only) plus other applicable taxes, travelling and actual out-of-pocket expenses, incurred in connection with the audit, be and is hereby ratified and confirmed.

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

NOTES:

- (1) Pursuant to the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 20/2020 dated 5th May 2020, No. 21/2021 dated 14th December 2021 and General Circular no. 2/2021 dated 13th January 2021, No. 19/2021 dated 8th December 2021, , No. 02/2022 dated 5th May 2022, No. 10/2022 dated 28th December 2022 and relevant circulars (collectively referred to as “MCA Circulars”) the Company is holding Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio-Video Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for Sixteenth AGM will be the registered office of the Company located at Shatabdi Bhawan, B 12&13, Sector – 4, Gautam Buddha Nagar, Noida Uttar Pradesh - 201301.
- (2) The relative explanatory statement pursuant to Section 102 of the Companies Act 2013 (the Act) and the rules made thereunder, in regard to the business set out in item no. 3 and the relevant details of the director(s) seeking re-appointment as set out in item no. 2 above as required under Secretarial

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Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.

- (3) Institutional Investors, who are Members of the Company and Corporate Members intending to attend the AGM 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@ppgcl.co.in , authorizing its representative to attend the AGM 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 AGM along with the Annual Report for FY 2022-23 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 FY 2022-23 will also be available on the Company's website <https://ppgcl.co.in/>
- (5) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) 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.
- (7) 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. Members holding shares in physical form are requested to submit the filled form to the Company. Members holding shares in electronic form are requested to submit the details to their respective DPs.

- (8) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. at the email id i.e. neha.malik@ppgcl.co.in.
- (9) Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, at the email id i.e. neha.malik@ppgcl.co.in so as to enable the Management to keep the information ready at the AGM.
- (10) 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@ppgcl.co.in.
- (11) The Company will provide facility for audio visual participation in AGM Weblink/recording etc.
- (12) 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

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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.

- (13) The Company ensures that the AGM through VC/OAVM facility allows two-way video conferencing 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@ppgcl.co.in.
- (14) The Members can join the AGM through VC/OAVM facility which shall be kept open for the members 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start of the AGM.
- (15) 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 AGM will be held through VC/OAVM, where physical attendance of members in any case has been dispensed with, 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 AGM 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.
- (16) 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.
- (17) 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_ODYxMzZiY2MtNjQ2Ny00NTQwLWI0MTYtNGQ4OTQ4YTAyODNk%40thread.v2/0?context=%7b%22Tid%22%3a%2204ea39e3-ac5b-4971-937c-8344c97a4509%22%2c%220id%22%3a%221a08a6b2-c1b5-4cb2-ba71-736146e7f6aa%22%7d
- (18) As per section 107 of the Companies Act, 2013 above resolutions will be passed with help of voting by a show of hands as it is easier and more straight forward on a practical level at the AGM.
- (19) 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 AGM Notice. 9315611010 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
- (20) 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.

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- (21) In case of a demand for a poll, the members shall cast their vote on the resolutions only by sending emails through their email addresses that are registered with the Company. The said emails to be sent to neha.malik@ppgcl.co.in.
- (22) Instructions for members participating in the 16th AGM through VC/OAVM facility are as under:
- Members may attend the AGM, by the invitation link sent to their registered email ID. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. Members are encouraged to join the Meeting through Laptops for better experience.
 - In case of Android/iphone connection, participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
 - Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
 - Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - The helpline number for joining the Meeting through electronic mode will be provided in the meeting invitation which will be sent to the eligible applicants.

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

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

Prayagraj, 14th April 2023
CIN: U40101UP2007PLC032835

Registered Office:

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

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. 3 of the accompanying notice dated 14th April 2023.

Item no. 3

Ratification of Cost Auditor's remuneration

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice and the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the General Meeting. On the recommendation of Audit Committee, the Board of Directors have approved the re-appointment of M/s Sanjay Gupta and Associates, Cost Accountants (Firm Registration No. 000212), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year 2023-24, at a remuneration of ₹ 1,60,000/- (Rupees One Lakh Sixty Thousand only) plus other applicable taxes, travelling and actual out-of-pocket expenses.

M/s Sanjay Gupta and Associates, Cost Accountants, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of Cost Audit and have conducted the audit of cost records of the Company for the previous years under the provisions of the Act.

The Board recommends the Ordinary resolution at item no. 3 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2023-24, for approval by the members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 3 of the accompanying notice.

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

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

Prayagraj, 14th April 2023
CIN: U40101UP2007PLC032835

Registered Office:

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

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

Name of Director	Mr. Vijay Vinayak Namjoshi
DIN	08626492
Designation	Non -Executive and Non-Independent Director
Date of birth	30 th October1962
Age	(60 years)
Qualifications	Bachelor of Mechanical Engineering from Sardar Patel College of Engineering, Mumbai
Expertise in functional areas	<p>Mr. Vijay Vinayak Namjoshi is Chief Generation of Tata Power Company Limited since Feb 2020. He holds bachelor's degree of Mechanical Engineering from Sardar Patel College of Engineering, Mumbai. He joined the Tata Power in the year 1983 as a Graduate Engineer Trainee and has worked more than four decades in various functions/ divisions of the Company. During his illustrious career he has held various positions in the areas like Deputy Project Manager – Maithon, Special projects in O&M, Chief – Jojobera Thermal Power station, Chief Executive Officer of Coastal Gujarat Power Limited etc. He has been instrumental in leveraging RCM & digital solutions to achieve O&M excellence in thermal Generation. As Chief Generation, he provides strategic vision and overall direction to Operating divisions for achieving its corporate objectives.</p> <p>He is on the board of Tata Power subsidiary companies like Maithon Power Ltd, Industrial Energy Ltd & Prayagraj Power Generation Company Limited.</p> <p>He is an Alumnus of the Indian Institute of Management Ahmedabad.</p>
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive and Non-Independent Director of the Company
Details of remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	4 th December 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	9 (Nine)
Other Directorships(All companies except of foreign Companies to be mentioned)	<ul style="list-style-type: none"> • Director of the following Companies: <ol style="list-style-type: none"> 1. Maithon Power Limited 2. Industrial Energy Limited

Name of Director	Mr. Vijay Vinayak Namjoshi
DIN	08626492
Designation	Non -Executive and Non-Independent Director
Membership/chairmanship of all Committees of other Boards	<p>Maithon Power Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member • Nomination & Remuneration Committee – Member <p>Industrial Energy Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Chairman