

**PRAYAGRAJ POWER GENERATION COMPANY LIMITED**

**NOTICE**

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of Prayagraj Power Generation Company Limited will be held on Tuesday, the 17<sup>th</sup> August 2021 at 2:00 p.m., through video conferencing (Microsoft Teams) as per relaxation given by Ministry of Corporate Affairs to hold Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) vide its General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, due to COVID 19 pandemic, 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 31<sup>st</sup> March 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ramesh Narayanswamy Subramanyam (DIN: 02421481), 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, the Company hereby ratifies the 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, payable to M/s Sanjay Gupta and Associates, Cost Accountants (Firm Registration No. 000212), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2021-22.

**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) 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. 3 and the relevant details of the Director of the Company seeking re-appointment as set out in item no. 2 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. 20/2020 dated 5<sup>th</sup> May 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 in relation to Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the

- Members at a common venue. In compliance with the Act, the rules and MCA Circulars, the AGM of the members of the Company is being held through VC/OAVM (Microsoft Teams).
- (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 [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@tatapower-ddl.com), 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 2020-21 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 2020-21 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) Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed in this Notice.
  - (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 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. [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@tatapower-ddl.com) 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. [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@tatapower-ddl.com)
  - (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 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 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. [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@tatapower-ddl.com)
- (14) 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.
- (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: [Click here to join the meeting](#)
- (18) 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. 9958004416 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
- (19) 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**

Delhi, 22<sup>nd</sup> April 2021  
Corporate Identity No. :  
U40101UP2007SGC032835

**Sd/-**  
**(Komal Jolly)**  
**Company Secretary**  
Membership No.A22020

**Registered Office:**  
Shatabdi Bhawan, B 12 & 13, Sector 4,  
Gautam Buddha Nagar, Noida, UP 201301  
Phone: +91-120-6102000/6102009  
Email: [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@tatapower-ddl.com)  
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 22<sup>nd</sup> April 2021.

**Item no. 3:** 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 2021-22, 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 resolution at item no. 3 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2021-22, 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**

Delhi, 22<sup>nd</sup> April 2021  
Corporate Identity No. :  
U40101UP2007SGC032835

**Registered Office:**

Shatabdi Bhawan, B 12 & 13, Sector 4,  
Gautam Buddha Nagar, Noida, Uttar Pradesh 201301  
Phone: +91-120-6102000/6102009  
Email: komal.jolly@tatapower-ddl.com  
Website: <https://ppgcl.co.in/>

**Sd/-**  
**(Komal Jolly)**  
**Company Secretary**  
Membership No.22020

Details of the Director, seeking re-appointment at the Fourteenth Annual General Meeting

(In pursuance of Secretarial Standard 2 on General Meetings):

<b>Name of Director</b>	<b>Mr. Ramesh Narayanswamy Subramanyam</b>
DIN	02421481
Designation	Non -Executive Director
Date of birth	27 <sup>th</sup> June 1969
Age	(51 years)
Date of appointment	4 <sup>th</sup> December 2019
Expertise in functional areas	Mr. Ramesh Narayanswamy Subramanyam has over two decades of experience in the field of Finance, Commercial, Corporate Treasury, Accounts and Secretarial functions. He has worked in Siemens AG, Monsanto India Limited, Hindustan Lever Limited and Lloyds Steel Industries Limited. He has served in various senior positions in The Tata Power Company Limited and its subsidiaries since 2007 and is presently it's Chief Financial Officer. He is also the member of core committee of power sector financing of CII.
Qualifications	Graduate in Commerce from Nagpur University. Member of the Institute of Cost Accountants of India and Institute of Company Secretaries of India. He has also passed the CPA (Certified Public Accountants) examination of the American Institute of Certified Public Accountants (AICPA).
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive Director of the Company
Remuneration	Nil
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> <li>• Director of the following Companies:</li> <li>1. Tata Projects Limited</li> <li>2. Coastal Gujarat Power Limited</li> <li>3. Tata Power Renewable Energy Limited</li> <li>4. Tata Power Delhi Distribution Limited</li> <li>5. TP Saurya Limited</li> </ul>
Committee positions held in other Companies	<ul style="list-style-type: none"> <li>• Member of the following Committees:</li> <li>1. Coastal Gujarat Power Limited- Audit Committee</li> <li>2. Tata Projects Limited- Audit Committee</li> <li>3. Tata Power Renewable Energy Limited- Audit Committee</li> <li>4. Tata Power Delhi Distribution Limited-Operations Review Committee</li> </ul>
Number of Shares held	Nil
Number of Meetings of the Board attended during FY 2020-21	6 (Six)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None