

## NOTICE

Notice is hereby given that the **15<sup>th</sup> Annual General Meeting** of the members of **Ratnagiri Gas and Power Private Limited** will be held on **Thursday the 26th November, 2020 at 12:00 Noon at NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110003** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, Director's Report, Independent Auditor's Report and the comments thereupon of Comptroller & Auditor General of India and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** audited Annual Financial Statements of the Company for the financial year 2019-20, comprising of Statement of Profit & Loss, Balance Sheet, Cash Flow, Statement of Changes in Equity together with Directors' Report and Auditors' Report thereon along with comments of Comptroller & Auditor General of India (C&AG), be and are hereby received, considered and adopted."

2. To authorise Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in term of the provisions of Section 142 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** payment of Rs. 4,85,000/- (Rupees Four Lakh Eighty Five Thousand only) for the Statutory Audit and Rs.1,42,000/- (Rupees One Lakh Forty Two Thousand only) for the tax audit along with applicable taxes and reimbursement of actual traveling cost and out of pocket expenses for the financial year 2019-20, conducted by the Statutory Auditors, M/s P. K. Chopra & Co., as recommended by the Board of Directors in its 123rd Board Meeting, held on 14th July, 2020, be and is hereby noted."

**"FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors of the Company for the year 2020-21 as may be deemed fit by the Board."

### SPECIAL BUSINESS

3. To ratify the remuneration of the Cost Auditors for the financial year 2020-21 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records for the financial year ending March 31, 2021, on a remuneration of Rs.1,00,000/- (Rupees One lakh only) and out of pocket expenses/travelling on actual, as per applicable rules, excluding taxes, be and is hereby ratified."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To appoint Shri Sital Kumar (DIN: 08615850) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Shri Sital Kumar (DIN: 08615850) who was nominated as a NTPC nominee Managing Director, by NTPC Limited and subsequently appointed as Additional Director and Managing Director by the Board of Directors of the Company with effect from 15th June, 2020 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company."

5. To appoint Shri Anilraj Chellan (DIN: 07651524) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Shri Anilraj Chellan (DIN: 07651524) who was nominated as a nominee Director by IDBI Bank Ltd and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 4th December, 2019 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company."

6. To appoint Shri Rakesh Kumar Jain (DIN: 08788595) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Shri Rakesh Kumar Jain (DIN: 08788595) who was nominated as a nominee Director, by GAIL (India) Ltd and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 10th July, 2020 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company.”

7. To appoint Shri Sanjay Khandare (DIN:02244985) as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Shri Sanjay Khandare (DIN:02244985) who was nominated as a nominee Director by MSEB Holding Co. Ltd and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 29th September, 2020 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company.”

**By order of the Board  
For Ratnagiri Gas and Power Private Limited**

**(Aditya Agarwal)  
Company Secretary**

**Place: Noida**

**Date: 04<sup>th</sup> November, 2020**

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING (PROXY FORM IS ANNEXED HERewith).**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxy(ies) lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intention to inspect is given to the Company.

2. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (the Act) read with Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and approved as such by Government of India for special business is annexed with the notice.
3. Members are requested to notify their change of address, if any to the Company immediately.
4. In case of corporate shareholders proposing to participate at the meeting through their representatives, necessary authorisation under Section 113 of the Act for such representative may please be forwarded to the Company.
5. Documents referred in the accompanying Notice and Explanatory Statements thereto, are open for inspection by Members, at Noida Office of the Company (2nd Floor, Landmark, A-35, Sector-2, Noida-201301 (U.P) during office hours i.e. between 11:00 a.m. to 1:00 p.m., on all working days, except Saturday(s)/ Sunday(s)/ Holiday(s), till the date of AGM.
6. The Notice of the General Meeting etc. is being sent by electronic mode to all the Members, whose email addresses are available with the Company, unless any Member has requested for a physical copy of the same.
7. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company/ deemed Government Company are to be appointed or reappointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to the provisions of Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Members of the Company, in its 14<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2019 authorised the Board of Directors to fix the remuneration of Statutory Auditors for

the financial year 2019-20. Accordingly, the Board of Directors in its 123<sup>rd</sup> Board Meeting held on 17<sup>th</sup> July, 2020, has fixed Rs.4,85,000/- (Rupees Four Lakh Eighty Five Thousand only) for the Statutory Audit and Rs.1,42,000/- (Rupees One Lakh Forty Two Thousand only) for the tax audit along with applicable taxes and reimbursement of actual traveling cost and out of pocket expenses for the financial year 2019-20.

8. In exercise to the power conferred under Section 139(5) of the Companies Act, 2013, C&AG vide its letter no. CA. V/COY/CENTRAL GOVERNMENT, RGPPL (1)/610 dated 20<sup>th</sup> August, 2020 has appointed M/s Doogar & Associates, Chartered Accountant, New Delhi as Statutory Auditors of the Company for the year 2020-21. Accordingly, Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2020-21.
9. None of the Directors of the Company are in any way related with each other.
10. Route Map: Annexed.

## **EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013**

### **Item No. 3**

A proposal for appointment of Cost Auditor for financial year 2020-21 was recommended by the Audit Committee to the Board. It was proposed to appoint M/s R M Bansal & Company, Cost Accountants, New Delhi as Cost Auditors.

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of Cost Auditor along with remuneration of Rs.1,00,000/- (Rupees One lakh only) and out of pocket expenses /travelling on actual, as per applicable rules, excluding taxes subject to subsequent ratification by Shareholders in general meeting for the period ending on 31<sup>st</sup> March, 2021.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and subsequently ratified by the shareholders in Annual General Meeting. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the period ending on 31<sup>st</sup> March, 2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board of Directors recommends the resolutions at item no.3 for your approval.

### **Item No. 4**

Pursuant to the provision as contained in sub-section (a) of the Section 4.3 of the Shareholders' Agreement 28<sup>th</sup> February, 2007, NTPC Limited had served notice to the company on 9<sup>th</sup> June, 2020 for the appointment of Shri Sital Kumar (DIN: 08615850) as Managing Director on the Board of Ratnagiri Gas and Power Private Limited in the place of Shri Debabrata Paul.

Accordingly, Shri Sital Kumar was appointed as an Additional Director and Managing Director by the Board of Directors of the Company with effect from 15<sup>th</sup> June, 2020 to hold office until the conclusion of this Annual General Meeting, in terms of provisions of Section 161 of the Companies Act, 2013.

Shri Sital Kumar holds Nil shares in Ratnagiri Gas and Power Private Limited and his Directorship in other Companies as are under:

<b>S. No.</b>	<b>Name of Companies</b>	<b>Designation</b>
1.	Transformers & Electricals Kerala Ltd	Director
2.	NTPC EDMC Waste Solutions Pvt Ltd	Chairman

According to section 161 of the Companies Act, 2013, any person appointed as Additional Director of the Company shall hold office up to the date of the next Annual general Meeting or the last date on which the Annual general Meeting should have been held, whichever is earlier. So, in the view of the aforesaid provision, the Board of Directors of your Company recommend the resolution at item no.4 for your approval. The Board of Directors is of the opinion that his appointment would be beneficial to the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Sital Kumar to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the Notice.

### **Item No. 5**

Pursuant to the provision as contained in sub-section (a) of the Section 4.3 of the Shareholders Agreement dated 28<sup>th</sup> February, 2007, IDBI Bank Limited had served notice to the company on 29<sup>th</sup> October, 2019, for appointment of Shri Anilraj Chellan (DIN: 07651524) as Director on the Board of Ratnagiri Gas and Power Private Limited in the place of Shri Aloke Sengupta.

Accordingly, Shri Anilraj Chellan was appointed as an Additional Director by the Board of Directors of the Company with effect from 4<sup>th</sup> December, 2019 to hold office until the conclusion of this Annual General Meeting, in terms of provisions of Section 161 of the Companies Act, 2013.

Shri Anilraj Chellan holds Nil shares in Ratnagiri Gas and Power Private Limited and has Nil Directorships in other Companies.

According to section 161 of the Companies Act, 2013, any person appointed as Additional Director of the Company shall hold office up to the date of the next Annual general Meeting or the last date on which the Annual general Meeting should have been held, whichever is earlier. So, in the view of the aforesaid provision, the Board of Directors of your Company recommend the resolution at item no.5 for your approval. The Board of Directors is of the opinion that his appointment would be beneficial to the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Anilraj Chellan to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the Notice.

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

Pursuant to the provision as contained in sub-section (a) of the Section 4.3 of the Shareholders agreement dated 28th February, 2007, GAIL (India) Limited had served notice to the company on 7th July, 2020 for the appointment of Shri Rakesh Kumar Jain (DIN: 08788595) as Director on the Board of Ratnagiri Gas and Power Private Limited in the place of Shri Anjani Kumar Tiwari.

Accordingly, Shri Rakesh Kumar Jain was appointed as an Additional Director by the Board of Directors of the Company with effect from 10th July, 2020 to hold office until the conclusion of this Annual General Meeting, in terms of provisions of Section 161 of the Companies Act, 2013.

Shri Rakesh Kumar Jain holds Nil shares in Ratnagiri Gas and Power Private Limited and has Nil Directorships in other Companies.

According to section 161 of the Companies Act, 2013, any person appointed as Additional Director of the Company shall hold office up to the date of the next Annual general Meeting or the last date on which the Annual general Meeting should have been held, whichever is earlier. So, in the view of the aforesaid provision, the Board of Directors of your Company recommend the resolution at item no.6 for your approval. The Board of Directors is of the opinion that his appointment would be beneficial to the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Rakesh Kumar Jain to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the Notice.

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

Pursuant to the provision as contained in sub-section (a) of the Section 4.3 of the Shareholders agreement dated 28th February, 2007, MSEB Holding Company Limited had served notice to the company on 21st September, 2020 for the appointment of Shri Sanjay Khandare (DIN:02244985) as Director on the Board of Ratnagiri Gas and Power Private Limited.

Accordingly, Shri Sanjay Khandare was appointed as an Additional Director and Chairman by the Board of Directors of the Company with effect from 29th September, 2020 to hold office until the conclusion of this Annual General Meeting, in terms of provisions of Section 161 of the Companies Act, 2013.

Shri Sanjay Khandare holds Nil shares in Ratnagiri Gas and Power Private Limited and his Directorship in other Companies as are under:

<b>S. No.</b>	<b>Name of Companies</b>	<b>Designation</b>
1.	MSEB Holding Co. Ltd	Director
2.	Maharashtra State Power Generation Co. Ltd	Chairman & Managing Director

According to section 161 of the Companies Act, 2013, any person appointed as Additional Director of the Company shall hold office up to the date of the next Annual general Meeting or the last date on which the Annual general Meeting should have been held, whichever is earlier. So, in the view of the aforesaid provision, the Board of Directors of your Company recommend the resolution at item no.7 for your approval. The Board of Directors is of the opinion that his appointment would be beneficial to the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Sanjay Khandare to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.7 of the Notice.

**By order of the Board  
For Ratnagiri Gas and Power Private Limited**

**(Aditya Agarwal)  
Company Secretary**

**Place: Noida**

**Date: 04<sup>th</sup> November, 2020**