



## NOTICE

Notice is hereby given that the **17<sup>th</sup> Annual General Meeting** of the members of **Ratnagiri Gas and Power Private Limited** will be held on **Wednesday the 28<sup>th</sup> Day of September, 2022 at 4:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”)**, to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, 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 Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, Directors’ Report, Independent Auditors’ Report thereon along with comments of Comptroller & Auditor General of India (C&AG), be and are hereby received, considered and adopted.”

- To authorize 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 **Ordinary Resolutions**:

**“RESOLVED THAT** payment of ₹ 5,00,000/- (Rupees Five Lakhs only) for the Statutory Audit and ₹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 2021-22, conducted by the Statutory Auditors, M/s Khire Khandekar and Kirloskar, as recommended by the Board of Directors in its 137<sup>th</sup> Board Meeting, held on 03<sup>rd</sup> June, 2022, 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 2022-23 as may be deemed fit by the Board.”

- To appoint a Director in place of Shri Sanjay Jagannath Khandare, who retires by rotation and being eligible, offers himself for re- appointment and to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Shri Sanjay Jagannath Khandare who retires by rotation pursuant to section 152 of the Companies Act 2013, being eligible, offer himself for re-appointment be and is hereby re-appointed as Director of the Company.”

### SPECIAL BUSINESS

- To ratify the remuneration of the Cost Auditor for the Financial year 2021-22 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

**“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, 2022, on a remuneration of ₹1,10,000/- (Rupees One Lakh Ten Thousand 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**(Amit Kumar Verma)  
Company Secretary**

**Place: Anjanwel, Ratnagiri  
Date: 22<sup>nd</sup> September 2022**

### Notes:

- The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto.
- In view of Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and May 5 2022 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. This AGM shall be deemed to be held at the Registered Office of the Company.



3. In compliance with the MCA Circulars dated May 05, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
  4. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 113 of the Act, representatives of the body corporate can attend the AGM through VC/OAVM and cast their votes through show of hands/poll during the meeting.
  5. 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 16th Annual General Meeting held on 30th September, 2021 authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2021-22. Accordingly, the Board of Directors in its 137th Board Meeting held on 03rd June, 2022, has fixed ₹5,00,000/- (Rupees Five Lakhs only) for the Statutory Audit and ₹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 2021-22.
  6. In exercise to the power conferred under Section 139(5) of the Companies Act, 2013, C&AG has to appoint Statutory Auditor of the Company, however they are yet to appoint Statutory Auditors of the Company for the year 2022-23. 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 2022-23.
  7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice and explanatory statements will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to [csrgpppl@gmail.com](mailto:csrgpppl@gmail.com)
  8. Specific Particulars of the Directors seeking appointment or re-appointment, as required under Clause 1.2.5 of Secretarial Standard on General Meetings is annexed hereto and forms part of the Notice.
  9. None of the Directors of the Company are in any way related with each other.
  10. Since this AGM is being held through VC / OAVM, route Map to the venue of the Annual General Meeting is not required and hence not annexed hereto.
- 11. INSTRUCTIONS FOR JOINING THE MEETING AND VOTING DURING AGM:**
- a) The AGM in the VC/OAVM mode will be held through Microsoft Teams and the Members can join the same 15 minutes before and after the scheduled time of the commencement of the Meeting.
  - b) The link will be separately shared on registered Email Ids of the members along with notice.
  - c) Shareholders are requested to allow Camera & Microphone of the device they are attending the meeting from and use Internet with a good speed to avoid any disturbance during the meeting.
  - d) As permitted through the MCA Circulars, the attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  - e) Unless a poll is demanded by any member, the Chairman may decide to conduct a vote by show of hands. In case a poll is demanded/required, the members shall cast their vote on the resolutions **only by sending emails through their registered email addresses only during the meeting**. The emails shall be sent on email id [csrgpppl@gmail.com](mailto:csrgpppl@gmail.com).
  - f) Shareholders may ask their questions during the meeting. They may also send their questions in advance along with necessary particulars on email id [csrgpppl@gmail.com](mailto:csrgpppl@gmail.com).
  - g) In case members have any queries or issues regarding attending AGM & voting during the AGM, may contact Mr. Amit Kumar Verma, Company Secretary at [csrgpppl@gmail.com](mailto:csrgpppl@gmail.com) or 7972613086.

By order of the Board of Directors

(Amit Kumar Verma)  
Company Secretary

Place: Anjanwel, Ratnagiri  
Date: 22<sup>nd</sup> September 2022



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

### Item No. 4

A proposal for appointment of Cost Auditor for financial year 2021-22 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 ₹1,10,000/- (Rupees One Lakh Ten Thousand 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 31st March, 2022.

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 31st March, 2022. 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.4 of the Notice.

The Board of Directors recommends the resolutions at item no.4 for your approval.

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

**(Amit Kumar Verma)  
Company Secretary**

**Place: Anjanwel, Ratnagiri  
Date: 22<sup>nd</sup> September 2022**

