



NOTICE

Notice is hereby given that the **18th Annual General Meeting** of the members of **Ratnagiri Gas and Power Private Limited** will be held at on **Friday, 17th November, 2023, at 12:00 Noon. through Video conferencing ("VC")/other Audio – Visual means ("OAVM")** 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, 2023, 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 31st March, 2023, 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."

2. 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 Rs. 5,00,000/- (Rupees Five Lacs only) for the Statutory Audit and Rs. 1,42,000/- (Rupees One Lac 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 2022-23, conducted by the Statutory Auditors, M/s Khire Khandekar and Kirloskar, as recommended by the Board of Directors in its 144th Board Meeting, held on 30th August, 2023, 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 2023-24 as may be deemed fit by the Board."

3. To appoint a Director in place of Shri Praveen Saxena, 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 Praveen Saxena, 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

4. To ratify the remuneration of the Cost Auditor for the Financial year 2022-23 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, 2023, on a remuneration of Rs. 1,10,000/- (Rupees One Lakh ten thousand) 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."

5. To appoint Dr Anbalagan Ponnusamy (DIN: 05117747) as a 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, Dr Anbalagan Ponnusamy (DIN: 05117747), who was nominated as a Director of the Company by MSEB Holding Company Limited vide letter no – MSEBHCL/CS/1530 dated 11th January, 2023 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 19th January, 2023 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 a Director of the Company"

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

**(Amit Kumar Verma)
Company Secretary**

Place: New Delhi

Date: 17th November 2023



Notes:

1. Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated September 25, 2023 read along with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the above MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
3. 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.
4. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto.
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 17th Annual General Meeting held on 28th September, 2022 authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2022-23. Accordingly, the Board of Directors in its 144th Board Meeting held on 30th August, 2023, has fixed Rs.5,00,000/- (Rupees Five Lakhs 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 2022-23.
6. In exercise to the power conferred under Section 139(5) of the Companies Act, 2013, C&AG has appointed M/s K M Deshpande & Co as Statutory Auditor of the Company, for the year 2023-24. Accordingly, Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2023-24.

7. The Registers maintained under Section 170 & 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 csrgppl@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, voting will be done 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 csrgppl@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 csrgppl@gmail.com.
12. In case members have any queries or issues regarding attending AGM & voting during the AGM, may contact Mr. Amit Kumar Verma, Company Secretary at csrgppl@gmail.com or 7972613086.

By order of the Board of Directors

(Amit Kumar Verma)
Company Secretary

Place: New Delhi

Date: 17th November 2023



Explanatory Statement Pursuant to Section 102(1) Of Companies Act, 2013

Item No. 4

A proposal for appointment of Cost Auditor for financial year 2022-23 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.1,10,000/- (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, 2023.

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, 2023. 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.

Item No. 5

Dr Anbalagan Ponnusamy (DIN: 05117747) who was nominated as a Director of the Company by MSEB Holding Company Limited vide letter no – MSEBHCL/CS/1530 dated 11th January, 2023 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 19th January, 2023 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Dr Anbalagan Ponnusamy took over as the Chairman & Managing Director, Maharashtra State Power Generation Company Limited on 30th September, 2022. He is an officer of the Indian Administrative Service (IAS) of the Maharashtra Cadre 2001 Batch. He is Bachelor of Veterinary Science (BVSc) from Madras Veterinary College, Chennai, Master in Dairying from National Dairy Research Institute, Karnal, Haryana. He is also pursuing M.Tech and Ph. D in Civil and Environmental Technology from Pune University, Maharashtra.

In his illustrious career spanning over 21 years, he has held several important assignments in Government of Maharashtra, like Assistant Collector, Solapur & Karad, CEO Zilla Parishad, Nandurbar, Collector & District Magistrate, Ahmednagar, Joint CEO, Maharashtra Industrial Development Corporation, Member Secretary of Maharashtra Pollution Control Board. Prior to current assignment, he was working as CEO, Maharashtra Industrial Development Corporation.

Dr Anbalagan Ponnusamy holds NIL share in the Company. Shri P. Anbalagan holds the Directorship in other Companies as under:

S.No	Name of Company	Designation
1.	MSEB Holding Company Limited (MSEBHCL)	Director
2.	Maharashtra State Power Gen Co. Ltd. (MSPGCL)	Chairman & Managing Director
3.	Mahaguj Collieries Ltd. (MGCL)	Chairman & Managing Director
4.	UCM Coal Co Ltd. (UCMCCL)	Director
5.	Chhattisgarh Katghora Dongargargh railways Ltd.	Director
6.	Mahagenco Renewable Energy Ltd.	Director
7.	Mahatamil Collieries Ltd.	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. The Board of Directors is of the opinion that his appointment would be beneficial to the company.

By order of the Board of Directors

(Amit Kumar Verma)
Company Secretary

Place: New Delhi

Date: 17th November 2023



BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT:

Name	Shri Praveen Saxena
Date of Birth & Age	26/12/1963 59 Years
Date of First Appointment in the Board	19 th April, 2021
Qualifications	Bachelor of Engineering (Mechanical) from National Institute of Technology, Durgapur, India and Post Graduate Diploma in Business Management (Finance & Marketing) Management Development Institute, Gurgaon, India
Terms and Conditions of appointment or re-appointment along with remuneration details	Part-time Director nominated by NTPC Limited, Holding Company
Expertise in specific functional area	He has about 37 years' experience in the Indian Energy sector and has been with NTPC Limited, India's biggest power utility with about 67 Gigawatt of installed capacity spread over in various fuel mix of coal, gas, hydro, solar and wind spaces. He has experience in project construction & management, project planning, Contracts, Business Development among others. He has also been associated with the integrated 2000 MW gas-based plant and 5 MMTPA LNG Terminal at Dabhol in Maharashtra. Shri Saxena was instrumental in setting up of NTPC's overseas project development investments in SAARC region.
Directorship held in other companies	<ul style="list-style-type: none"> - Uttar Pradesh Rajya Vidyut Utpadan Nigam Limited - NTPC Electric Supply Company Limited - Meja Urja Nigam Private Limited
Memberships/Chairmanship of Committees across all Companies*	NIL
Board Meetings attended during the year (FY2022-23)	No. of Meeting during his tenure = 8 No. of Meetings attended = 7
No. of shares held in the Company	1
Relationship with other Directors and KMP	None



BRIEF RESUME OF THE DIRECTORS SEEKING APOINTMENT/RE-APPOINTMENT:

Name	Dr Anbalagan Ponnusamy
Date of Birth & Age	12/05/1972 51 Years
Date of First Appointment in the Board	19 th January, 2023
Qualifications	He is an officer of the Indian Administrative Service (IAS) of the Maharashtra Cadre 2001 Batch. He is Bachelor of Veterinary Science (BVSc) from Madras Veterinary College, Chennai, Master in Dairying from National Dairy Research Institute, Karnal, Haryana. He is also pursuing M.Tech and Ph. D in Civil and Environmental Technology from Pune University, Maharashtra
Terms and Conditions of appointment or re-appointment along with remuneration details	Part-time Director nominated by MSEB Holding Company Limited.
Expertise in specific functional area	In his illustrious career spanning over 21 years, he has held several important assignments in Government of Maharashtra, like Assistant Collector, Solapur & Karad, CEO Zilla Parishad, Nandurbar, Collector & District Magistrate, Ahmednagar, Joint CEO, Maharashtra Industrial Development Corporation, Member Secretary of Maharashtra Pollution Control Board. Prior to current assignment, he was working as CEO, Maharashtra Industrial Development Corporation
Directorship held in other companies	<ul style="list-style-type: none"> - MSEB Holding Company Limited (MSEBHCL) - Maharashtra State Power Gen Co. Ltd. (MSPGCL) - Mahaguj Collieries Ltd. (MGCL) - UCM Coal Co Ltd. (UCMCCL) - Chhattisgarh Katghora Dongargargh railways Ltd - Mahagenco Renewable Energy Ltd - Mahatamil Collieries Ltd.
Memberships/Chairmanship of Committees across all Companies*	NIL
Board Meetings attended during the year (FY2022-23)	No. of Meeting during his tenure = 2 No. of Meetings attended = 2
No. of shares held in the Company	NIL
Relationship with other Directors and KMP	None

