



NOTICE

Notice is hereby given that the **19th Annual General Meeting** of the members of **Ratnagiri Gas and Power Private Limited** will be held at on **Monday, 30th December, 2024, at 4:30 P.M 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, 2024, Director’s Report, Independent Auditor’s Report and the comments thereupon of Comptroller & Auditor General of India along with management reply thereto 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, 2024, 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 2023-24, conducted by the Statutory Auditors, M/s K M Deshpande & Co., as approved by the Board of Directors in its 148th Board Meeting, held on 09th September 2024, 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 2024-25 as may be deemed fit by the Board."

3. To appoint a Director in place of Smt. Sangeeta Kaushik, who retires by rotation and being eligible, offers herself for re- appointment and to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Smt. Sangeeta Kaushik (DIN: 09157948), who retires by rotation pursuant to section 152 of the Companies Act 2013, being eligible, offer herself 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 2023-24 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, 2024, on a 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, 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 Shri Jaikumar Srinivasan (DIN:01220828) 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, Shri Jaikumar Srinivasan (DIN:01220828), who was nominated as a Director of the Company by NTPC Limited vide letter no – 01:SEC:RGPPPL:JV:1 dated 08th January, 2024 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 13th January, 2024 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.”

6. To appoint Shri Ajay Dua (DIN:08084037) 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, Shri Ajay Dua (DIN: 08084037), who was nominated as a Director of the Company by NTPC Limited vide letter no – 01:SEC:RGPPPL:JV:1 dated 12th March, 2024 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 28th March, 2024 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.”

7. To appoint Shri Lokesh Chandra (DIN:06534076) 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**:

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“**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 Lokesh Chandra (DIN:06534076), who was nominated as a Director of the Company by Govt. of Maharashtra vide letter no. 2018/C.R.103/ Energy-5 dated 12th March, 2024 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 03rd April, 2024 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**

Place: New Delhi

Date:

**(Amit Kumar Verma)
Company Secretary**



Notes:

1. Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated September 19, 2024 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 2023-24 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 18th Annual General Meeting held on 17th November, 2023 authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2023-24. Accordingly, the Board of Directors in its 148th Board Meeting held on 09th September, 2024, 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 2023-24.
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 2024-25. 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 2024-25.



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.

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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 cstrgpppl@gmail.com or 7972613086.

-By order of the Board of Directors

**(Amit Kumar Verma)
Company Secretary**

Place: New Delhi

Date:



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

Item No. 4

A proposal for appointment of Cost Auditor for financial year 2023-24 was recommended by the Audit Committee to the Board. It was proposed to appoint M/s Diwanji & Associates, Cost Accountants, Vadodara 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, 2024.

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, 2024. 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

Shri Jaikumar Srinivasan (DIN:01220828) was nominated as a Director of the Company by NTPC Limited vide letter no – 01:SEC:RGPPPL:JV:1 dated 08th January, 2024 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 13th January, 2024 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Shri Jaikumar Srinivasan is a Commerce Graduate and an Associate Member of the Institute of Cost Accountants of India. Shri Jaikumar Srinivasan has more than 3 decades of experience in Power and Mining sector in State and Central PSUs in the field of Finance, Accounts, Taxation, Commercial, Electricity regulation, Renewables, IT, Project development etc. Before his appointment as Director (Finance), NTPC Limited, he has served as Director (Finance) of NLC India Limited. He has also served as Director (Finance) of Maharashtra State Electricity and Distribution Company Limited, prior to which he was the Director (Finance) of Maharashtra State Power Generation Company (MAHAGENCO), Govt. of Maharashtra entities. He also served as part time Director in Mahaguj Colliery Company Limited, UCM Coal Company Ltd. and other subsidiary companies of MAHAGENCO.

Shri Jaikumar Srinivasan holds NIL share in the Company.



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.

Item No. 6

Shri Ajay Dua (DIN:08085037) was nominated as a Director of the Company by NTPC Limited vide letter no – 01:SEC:RGPPPL:JV:1 dated 12th March, 2024 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 28th March, 2024 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Shri Ajay Dua was appointed as an Additional Director in Ratnagiri Gas and Power Private Limited (RGPPPL) w.e.f 28th March, 2024. He has done Bachelor of Engineering (B.E.), Mechanical Engineering from National Institute of Technology, Kurukshetra in the year 1988. He has more than 3 decades of experience in the power sector. He has been associated with NTPC Ltd from the last 36 years. He has the experience of working across different areas in NTPC like Project Construction, Operation & Maintenance, Project Coordination and Commercial.

Shri Ajay Dua holds 1 share in the Company.

Item No. 7

Shri Lokesh Chandra (DIN:06534076) was nominated as a Director of the Company by Govt of Maharashtra vide letter no –Ref No. 2018/C.R.103/Energy/-5, dated 12th March, 2024 and subsequently appointed as Additional Director by the Board of Directors of the Company with effect from 03rd April, 2024 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Shri Lokesh Chandra is presently serving as 'Chairman and Managing Director' of Maharashtra State Electricity Distribution Company Limited w.e.f. 02.06.2023 (AN). Earlier Shri Lokesh Chandra, IAS was working as 'General Manager' of 'BEST' Undertaking, Mumbai. He is an Officer of 1993 Batch 'Indian Administrative Service'. Recently Shri. Lokesh Chandra, IAS has been promoted as 'Additional Chief Secretary'.

Shri Lokesh Chandra holds a degree in Civil Engineering and M.Tech (Structures) from IIT (Delhi). He has previously served on various key posts viz. Chairman and Managing Director of CIDCO, Commissioner of Nagpur Municipal Corporation. Also, Shri. Lokesh Chandra, IAS has previously worked as 'Collector' of Nagpur, Bhandara and Gondia Districts of Maharashtra and also as President of Nagpur Reform 'Pranyas'.

Shri Lokesh Chandra, IAS has also served in the service of the Central Government from 2008 to 2015. During this time, Shri. Lokesh Chandra, IAS has served as 'Joint Secretary', Ministry of Steel and as 'Director', Ministry of Power.

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Shri Lokesh Chandra holds NIL share in the Company.

By order of the Board of Directors

**(Amit Kumar Verma)
Company Secretary**

Place: New Delhi

Date:

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT:

Name	Shri Jaikumar Srinivasan		
Date of Birth & Age	29/12/1966 58 Years		
Date of First Appointment in the Board	13 th January 2024		
Qualifications	Commerce Graduate and an Associate Member of the Institute of Cost Accountants of 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 more than 3 decades of experience in Power and Mining sector in State and Central PSUs in the field of Finance, Accounts, Taxation, Commercial, Electricity regulation, Renewables, IT, Project development etc. He has served as Director (Finance) of NLC India Limited. He has also served as Director (Finance) of Maharashtra State Electricity and Distribution Company Limited, prior to which he was the Director (Finance) of Maharashtra State Power Generation Company (MAHAGENCO), Govt. of Maharashtra entities. He also served as part time Director in Mahaguj Colliery Company Limited, UCM Coal Company Ltd. and other subsidiary companies of MAHAGENCO		
Directorship held in other companies	<ul style="list-style-type: none"> - NTPC Limited - NTPC green Energy Limited - Indianoil NTPC Green Energy Private Limited - Green Valley Renewable Energy Limited - Mahagenco NTPC green Energy Private Limited - ONGC NTPC Green Private Limited 		
Memberships/Chairmanship of Committees across all Companies	NTPC Limited	Stakeholder Committee	Member
	NTPC Limited	Committee of the Board of Directors for Allotment and Post-Allotment Activities of NTPC's Securities	Member
	NTPC Green Energy Limited	Stakeholder Committee	Member
	NTPC Green Energy Limited	CSR Committee	Chairman

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	NTPC Green Energy Limited	Risk Management Committee	Member
Board Meetings attended during the year (FY2023-24)	No. of Meeting during his tenure = 1 No. of Meetings attended = 1		
No. of shares held in the Company	NIL		
Relationship with other Directors and KMP	None		

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

Name	Shri Ajay Dua		
Date of Birth & Age	07/12/1966 58 Years		
Date of First Appointment in the Board	28 th March 2024		
Qualifications	Bachelor of Engineering (B.E.), Mechanical Engineering from National Institute of Technology		
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	Shri Ajay Dua was appointed as an Additional Director in Ratnagiri Gas and Power Private Limited (RGPPPL) w.e.f 28 th March, 2024. He has done Bachelor of Engineering (B.E.), Mechanical Engineering from National Institute of Technology, Kurukshetra in the year 1988. He has more than 36 years of experience in the power sector. He has the experience of working across different areas in NTPC like Project Construction, Operation & Maintenance, Project Coordination and Commercial		
Directorship held in other companies	<ul style="list-style-type: none"> - NTPC Renewable Energy Limited - Transformer and Electricals Kerala Limited - NTPC Vidyut Vyapar Nigam Limited 		
Memberships/Chairmanship of Committees across all Companies*	NTPC Vidyut Vyapar Nigam Limited	Audit Committee	Member
Board Meetings attended during the year (FY2023-24)	No. of Meeting during his tenure = 0 No. of Meetings attended = 0		
No. of shares held in the Company	1 Share		
Relationship with other Directors and KMP	None		

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

Name	Shri Lokesh Chandra
Date of Birth & Age	30/11/1970 54 Years
Date of First Appointment in the Board	03 rd April 2024
Qualifications	Shri Lokesh Chandra holds a degree in Civil Engineering and M.Tech (Structures) from IIT (Delhi). He is an Officer of 1993 Batch 'Indian Administrative Service'
Terms and Conditions of appointment or re-appointment along with remuneration details	Part-time Director nominated by Govt. of Maharashtra
Expertise in Specific Functional	Shri Lokesh Chandra is presently serving as 'Chairman and Managing Director' of Maharashtra State Electricity Distribution Company Limited. Earlier He has worked as 'General Manager' of 'BEST' Undertaking, Mumbai. Recently Shri. Lokesh Chandra, IAS has been promoted as 'Additional Chief Secretary'. He has previously served on various key posts viz. Chairman and Managing Director of CIDCO, Commissioner of Nagpur Municipal Corporation. Also, he has previously worked as 'Collector' of Nagpur, Bhandara and Gondia Districts of Maharashtra and also as President of Nagpur Reform 'Pranyas'. Shri Lokesh Chandra, has also served in the service of the Central Government from 2008 to 2015. During this time, Shri. Lokesh Chandra, has served as 'Joint Secretary', Ministry of Steel and as 'Director', Ministry of Power.
Directorship held in other companies	- MSEB Holding Company Limited - Maharashtra State Electricity Distribution Company Limited
Memberships/Chairmanship of Committees across all Companies*	NIL
Board Meetings attended during the year (FY2023-24)	No. of Meeting during his tenure = 0 No. of Meetings attended = 0
No. of shares held in the Company	NIL
Relationship with other Directors and KMP	None