

## **NOTICE**

NOTICE is hereby given that the Eighteenth (18<sup>th</sup>) Annual General Meeting of the shareholders of OPG Power Generation Private Limited will be held on Saturday, the 30<sup>th</sup> day of September 2023 at 11:00 A.M. at the Registered Office of the Company at OPG Nagar Periya Obulapuram Village Nagaraja Kandigai, Madharapakkam Road Gummidipoondi Thiruvallur TN 601201 to transact the following businesses :-

### **ORDINARY BUSINESS**

#### **Item No.1-Adoption of Financial Statements**

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023, which comprise the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Cash Flow Statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution :

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended March 31, 2023, which comprise the Audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Cash Flow Statement for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted”.

### **SPECIAL BUSINESS**

#### **Item No.2- Appointment of Mr. Chakrapani Murugeswaran (DIN : 05195128) as Executive Director of the Company**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and any other applicable provisions thereof and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (to the extent applicable on Private Company) and Articles of Association of the Company, Mr. Chakrapani Murugeswaran (DIN :

05195128), who was appointed as an Additional Director (Executive) of the Company with effect from 6<sup>th</sup> January 2023 by the Board of Directors pursuant to Section 161 of the Act and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company, to hold office for a term of five consecutive years commencing with effect from 6<sup>th</sup> January 2023 up to 5<sup>th</sup> January 2028 on such terms and conditions of appointment and remuneration as approved by the Board of Directors.”

**“RESOLVED FURTHER THAT** the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement including authority, from time to time, to determine the amount of salary, allowances, perquisites and other benefits payable to Mr. Chakrapani Murugeswaran, in such manner as may be agreed to between the Board of Directors and Mr. Chakrapani Murugeswaran; provided however that the remuneration payable to him shall not exceed the limits prescribed under applicable provisions of the Companies Act, 2013, if any, including any amendment, modification, variation or re-enactment thereof.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolutions.”

#### **Item No. 3- Ratification of the remuneration payable to the Cost Auditor for the financial year 2023-24**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration of Rs. 65,000/- (Rupees Sixty five thousand only) plus applicable taxes and out of pocket expenses payable to Mr. L. Thiriyambak, Cost Accountant, Chennai, (M/COP No. 40720) for conducting audit of the cost records maintained by the Company for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

*By order of the Board of Directors*  
For OPG Power Generation Private Limited

**Ajit Pratap Singh**  
**Executive Director & Company Secretary**  
**DIN: 02655932**

Date:4<sup>th</sup> September 2023  
Place: Gummidipoondi

**Notes:**

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY SHALL BE A MEMBER OF THIS COMPANY OF THE SAME CLASS OF SHARES. PROXY (IES) SHALL BE ENTITLED TO VOTE ON A POLL.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form for the Annual General Meeting is enclosed herewith along with Notice.

2. Explanatory Statement pursuant to Section 102 of the Act with respect to the Special Business set out in the Notice is annexed hereto.
3. 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 proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members and Proxies are requested to bring the Attendance Slip enclosed herewith, duly completed and signed for attending the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

6. Members are requested to quote their Registered Folio Number on all correspondences with the Company.
7. The Notice of the AGM along with the Annual Report 2022-23, Attendance Slip and Proxy Form are being sent by permitted mode to all the members whose addresses are registered with the Company.
8. Shareholders are requested to bring their copy of Annual Report to the meeting.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days during normal business hours up to the date of the Annual General Meeting.
10. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to submit their requests in Form SH-13.

*By order of the Board of Directors*  
OPG Power Generation Private Limited

**Ajit Pratap Singh**  
**Executive Director & Company Secretary**  
**DIN:02655932**

Date :04<sup>th</sup> September 2023  
Place: Gummidipoondi

## **EXPLANATORY STATEMENT**

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item No.'s 2 & 3 of the accompanying Notice:

### **Item No.2- Appointment of Mr. Chakrapani Murugeswaran (DIN : 05195128) as Executive Director of the Company**

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> January 2023 appointed Mr. Chakrapani Murugeswaran (DIN: 05195128) as an Additional Director (Executive) of the Company with effect from 6<sup>th</sup> January, 2023 on such terms and conditions as may be decided by the Board, to hold office up to the date of ensuing Annual General Meeting of the Company.

Considering his immense experience, expertise, vast knowledge, coupled with the knowledge of general business management, and his contribution to the growth and development of the Company, Board of Directors is of the view that the appointment of Mr. Chakrapani Murugeswaran (DIN: 05195128) as Executive Director on the Company's Board is desirable and would be beneficial to the Company and hence it recommends to the shareholders to appoint him as an Executive Director of the Company, to hold office for a term of five consecutive years commencing with effect from 6<sup>th</sup> January 2023 up to 5<sup>th</sup> January 2028 on such terms and conditions of appointment and remuneration as approved by the Board of Directors.

Except Mr. Chakrapani Murugeswaran, none of the Directors or Key Managerial Personnel of the Company or their relatives, are ,in any way is concerned or interested, financially or otherwise in the resolution set out in Item No.2 of the accompanying Notice.

The Board recommends the resolution set out in Item No.2 to be passed as Ordinary Resolution.

### **Item No.3- Ratification of the remuneration payable to the Cost Auditor for the financial year 2023-24**

The Company is required to maintain the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 ("the Act") read with rules made thereunder. Accordingly, the Company has made and maintained the cost records in compliance with the provisions of the Act.

Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 provides that the Cost Auditor has to be appointed within 180 days of the commencement of every financial year. Therefore, Board of Directors of the Company at its meeting held on 4<sup>th</sup> September 2023, on recommendation of the Audit Committee, appointed Mr. L. Thriyambak, Practicing Cost Accountant, Chennai (having M/COP Number 40720) as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ended March 31, 2024 at a remuneration of Rs. 65,000/- (Rupees Sixty five Thousand Only) in addition to applicable taxes and out of pocket expenses.

As per the provisions of Section 148 of the Companies Act, 2013, the remuneration of the Cost Auditors shall be placed before the shareholders of the Company for their ratification in the ensuing Annual General Meeting.

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

The Board recommends the resolution set out in Item No.3 to be passed as Ordinary Resolution.

By order of the Board of Directors  
OPG Power Generation Private Limited

Date : 4<sup>th</sup> September 2023  
Place : Gummidipoondi

**Ajit Pratap Singh**  
**Executive Director & Company Secretary**  
**DIN : 02655932**

**Details of the Director proposed for appointment pursuant to SS-2 issued by ICSI**

<b>Name &amp; Designation</b>	Mr. Chakrapani Murugeswaran Additional Director (Executive)
<b>Date of birth</b>	May 25, 1969
<b>Age</b>	54
<b>Qualifications</b>	Mr. Chakrapani Murugeswaran is a Metallurgical Engineer from Government Collage of Engineering, Salem, Madras University and has undergone Management Development Program in Shailesh J Mehta School of Management, IIT, Mumbai.
<b>Brief Profile</b>	He is having over 32 years of experience in Production, Production Planning, Project & Operation Procurement, SAP ERP implementation, Commodities Procurement, Acids Marketing, Power Business, Project Execution, PR & Corporate Relations across multiple organizations.
<b>Expertise in specific functional areas</b>	Production, Production Planning, Project & Operation Procurement
<b>Date of appointment on the Board of Directors</b>	6 <sup>th</sup> January 2023
<b>Date of last reappointment on the Board of Directors</b>	NA
<b>No. of Board Meetings attended during the financial year 2022-23</b>	2
<b>Terms and conditions of appointment</b>	As approved by the members in the 18 <sup>th</sup> AGM to be held on 30 <sup>th</sup> September 2023
<b>List of outside Directorships held</b>	Nil
<b>Chairman/ Member of the Committees of Board of Directors of the Company</b>	Member - CSR Committee
<b>Chairmanship/Membership of the Committees of Board of Directors of other Companies in which Directorship is held</b>	None
<b>Directorship in other listed entity (Category of Directorship)</b>	None
<b>Relationship with other Directors/KMP</b>	Nil
<b>No. &amp; Percentage of Shares held in the Company</b>	Nil