Sr. Manager (IT)

Subject: Merger of IPGCL into PPCL

Please find enclosed herewith a copy of Notice of Annual General Meeting of IPGCL and PPCL to be held on 26th September, 2014.

It is requested to upload the contents of above on the website of the Company.

( Ravidra Kumar Jain )
Company Secretary

Encl: As above

No. CS/IPGCL/F-123/613
Dt: 25.09.2014
PRAGATI POWER CORPORATION LIMITED
(An undertaking of Govt. of NCT of Delhi)
(Regd. office: Himadri, Rajghat Power House Complex, New Delhi-110 002)
Corporate Identity Number (CIN) – U74899DL2001SGC109135
Tele Fax No. 011-23273565; Website: www.ipgcl-ppcl.gov.in

NOTICE

Notice is hereby given that the 13th Annual General Meeting of Pragati Power Corporation Ltd. will be held on Friday, 26th September, 2014 at 12.40 P.M. at the Office of Chief Secretary, Govt. of NCT of Delhi, Delhi Secretariat, I.P.Estate, New Delhi - 110 002 to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014, reports of the Board of Directors and Auditors thereon;

2. To appoint a Director in place of Shri B.N.Ojha (DIN: 02282594), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment;

3. To appoint a Director in place of Shri Madan Verma (DIN: 01517154), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment;


As Special Business:

5. To appoint Shri Sanjay Goel (DIN: 03450988) as Managing Director 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 in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Sanjay Goel (DIN: 03450988) as Managing Director of the Company with effect from 28.5.2014 in pursuance to the order no. F.8/26/2002/S.I/Pt./339 dated 21.5.2014 of GNCTD, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi.
subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company which shall not exceed the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and his office shall not be liable to retire by rotation."

6. To appoint Shri Y.V.V.J. Rajasekhar (DIN: 06902832) as Director (HR) 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** in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Y. V. V. J. Rajasekhar (DIN: 06902832) as Director (HR) of the Company with effect from 20.6.2014 in pursuance to the order no. F.30/6/2014/S.1/414 dated 16.6.2014 of GNCTD, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company which shall not exceed the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and his office shall be liable to retire by rotation."

7. To appoint Shri J.P.S. Chawla (DIN: 06973366) as Director 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** in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri J.P.S. Chawla (DIN: 06973366) as Director (Finance) of the Company with effect from 16.9.2014 in pursuance to the order no. F.11(125)/2010/Power/pt./2973 dated 10.9.2014 of GNCTD, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company which shall not exceed the limits as specified under Schedule V to the Companies Act, 2013 or any statutory
modification(s) or re-enactment thereof and his office shall be liable to retire by rotation."

8. To borrow money and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

"Resolved That in supersession of the earlier ordinary resolution passed by the Members on September 30, 2009 and pursuant to provisions of section 180(1)(c) of the Companies Act, 2013 read with the Rules, and all other enabling provisions, if any, of the applicable laws, the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any persons(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorized for and on behalf of the Company to borrow money from time to time in any manner and without prejudice to the generality thereof by way of loans, advances, credits, acceptances of deposits, banking and financial facilities or otherwise from any bank or banks or any financial institutions(s) or Non-banking Finance Companies (NBFCs) or Company(ies) or bond holders or debenture holders or other person(s) and whether the same be unsecured or secured and if secured whether by way of mortgage, charge, hypothecation, pledge or otherwise in any other way whatsoever, on or in respect of all or any of the company's assets, effects and properties including uncalled capital, stock in trade (including raw materials, parts and components in stock or in transit) notwithstanding that the monies so borrowed, together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed for the time being the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.6000 crore (Rs. Six Thousand crore only)."

"Resolved Further That the Board of Directors be and is hereby further authorized to execute such deed of mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may be think fit and containing such conditions and covenants as the Board may think fit."

9. To create charge/mortgage on assets of the Company for securing loans and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:
"Resolved That" in supersession of the earlier ordinary resolution passed by the Members on September 30, 2009 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any persons(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to mortgage and/ or charge and/ or hypothecate all or any part of the immovable or movable properties of the Company, wheresoever situated, both present and future and whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board of Directors may think fit, to or in favour of Financial Institution(s) / Bank(s) / NBFC/bond holders / debenture holders / any other lenders to secure the amount borrowed/ to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest payable by the Company in respect of such borrowings within the overall limit of Rs. 7000 crore (Rupees Seven Thousand crore only)."

"Resolved Further That" the Board of Directors of the Company be and is hereby authorized to negotiate and settle the terms and conditions with the concerned Banks/ financial Institutions etc., finalize the agreement/ contracts and documents for creating the aforesaid mortgages and/ or charges and to do all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

10. To approve the remuneration of the Cost Auditors for the financial year 2014-15 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 pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ) ("the Act") the Cost Auditors M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 00239) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2014-15 be paid remuneration of Rs.1,50,000/- (Rupees One Lakh fifty thousand only) plus applicable service tax."
"Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such act as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For Pragati Power Corporation Ltd.

(Puneet Jain)
Company Secretary

Date: 25th September, 2014
Place: New Delhi

Note:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not to be a member.

2. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business, as set out above is annexed hereto.

3. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to 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 12th Annual General Meeting held on September 20, 2013, authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2013-14. Accordingly, the Board of Directors has fixed the audit fee of Rs. 6.83 lakh for the Statutory Auditors for the financial year 2013-14 in addition to applicable service tax. The Statutory Auditors of the Company for the financial year 2014-15 are yet to be appointed by C&AG. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of the Statutory Auditors as may be deemed fit by the Board for the financial year 2014-15.

4. None of the Directors of the Company are related to each other.
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The Board of Directors of the Company in pursuance to the order no. F.8/26/2002/S.I/Pt./339 dated 21.5.2014 of GNCTD appointed Shri Sanjay Goel IAS (DIN: 03450988) as Managing Director of the Company with effect from 28.5.2014, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company. The Office of Shri Sanjay Goel IAS shall not be liable to retire by rotation.

Shri Sanjay Goel (about 38 years) has done BA (Hons), MBE and MA (Phil) from Delhi University with first division. He has more than 10 years of experience in public administration. He held the position of District Collector at Diu, Dadra & Nagar Haveli, Daman and Itanagar at various point of time. He belongs to the India Administrative Services. The Board of Directors recommends the confirmation of appointment including terms and conditions of Mr. Sanjay Goel as Managing Director, not liable to retire by rotation for your approval.

None of the Directors and Key Maniagerial Personnel and their relatives except Mr. Sanjay Goel are in any way concerned or interested financially or otherwise in the said resolution as set out at Item No. 5 of this Notice.

Item No. 6

The Board of Directors of the Company in pursuance to the order no. F.30/6/2014/S.1/414 dated 16.6.2014 of GNCTD appointed Shri Y. V. V. J. Rajasekhar DANICS (DIN: 06902832) as Director (HR) of the Company with effect from 20.6.2014, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company. The Office of Shri Y.V.V.J.Rajasekhar DANICS shall be liable to retire by rotation.

Shri Y.V.V.J.Rajasekhar (about 45 years) is holding a Bachelors degree in Law, LLM (International Trade), Masters in Public Administration from
Syracuse University, New York besides number of other Diplomas. He has more than 24 years of experience including as Government Advocate (Trainee) and in Public Administration. He has worked in various departments like Revenue, Environment, DDA, Vigilance and Delhi Prisons.

None of the Directors and Key Managerial Personnel and their relatives except Shri Y.V.V.J.Rajasekhar are in any way concerned or interested financially or otherwise in the said resolution as set out at Item No. 6 of this Notice.

**Item No. 7**

The Board of Directors of the Company in pursuance to the order no. F.11(125)/2010/Power/pt./2973 dated 10.9.2014 of GNCTD appointed Shri J.P.S.Chawla (DIN: 06973366) as Director (Finance) of the Company with effect from 16.9.2014, on deputation basis, on such terms and conditions including remuneration/perquisites and period of tenure (upto maximum period of five years), as may be decided by the Govt. of NCT of Delhi/ Company. The Office of Shri J.P.S.Chawla shall be liable to retire by rotation.

Shri J.P.S.Chawla (about 55 years) is B.E. (Mechanical) from Delhi College of Engineering and also having a Diploma in Management from IGNOU, New Delhi. He has more than 26 years of experience in Government Accounts and Commercial Accounts. He worked in the various positions in number of Government departments including Prasar Bharti, Ministry of Urban Development, Ministry of Housing and Urban Poverty Alleviation, Ministry of Finance, DDA, Ministry of Civil Aviation and Tourism, Ministry of Agriculture etc.

None of the Directors and Key Managerial Personnel and their relatives except Shri J.P.S.Chawla are in any way concerned or interested in the said resolution as set out at Item No. 7 of this Notice.

**Item No. 8 & 9**

The provisions of Section 180(1)(a) and 180(1)(c) of the Companies, Act, 2013, read with the Rules, if any, made there under ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

The Members of the Company at the Annual General Meeting held on 30.9.2009 had, inter-alia, authorized the Board by way of **Ordinary Resolution** under the provisions of Section 293 (1)(d) and (a) of the
Companies Act, 1956, to borrow money up to Rs.6000 Crore and to secure its borrowing by way of mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the company up to the extent of Rs.7000 Crore.

Further the Ministry of Corporate Affairs, vide General Circular No.04/2014 dated 25.3.2014 clarified that resolution passed under Section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to limits prescribed) and/or creating of security on assets of the Company would be sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Act. Hence, approval/fresh approval by way of special resolution would be required.

The Companies Act, 2013 under Section 180(1)(c) and Section 180 (1)(a) require the approval of members by way of special resolution. Since the approval granted by shareholders in their meetings held on 30.9.2009 was by way of ordinary resolutions, the consent of the Members is now sought by way of Special Resolutions as set out in Item Nos. 8 and 9 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business) upto Rs. 6000 Crore and also to secure the same by creating mortgage/charge on whole or substantially the whole of the undertaking of the Company under the provisions of Section 180 (1) of the Companies Act, 2013 upto Rs.7000 crore.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise in the said resolutions.

The Board accordingly recommends the abovementioned resolutions as Special Resolutions as set out at Item Nos. 8 & 9 of the accompanying Notice for the approval of the Members.

**Item No.10**

The Board of Directors on the recommendations of the Audit Committee has approved the appointment and remuneration of M/s Chandra Wadhwa & Co. Cost Accountants (Firm Registration No. 00239), to conduct the audit of the cost records of the Company for the financial year 2014-15, at a remuneration of Rs. 1,50,000/- (Rs. One Lakh fifty thousand Only) plus service tax. In terms of the provisions of Section 148(3) of the Companies, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor needs to be approved/ratified by the Members of the Company.
The Board accordingly recommends the Ordinary Resolution set out at Item No. 10 of the accompanying notice for the approval of the members.

None of the Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially and otherwise in the said resolution as set out at Item No. 10 of this Notice.

By order of the Board of Directors
For Pragati Power Corporation Limited

Date: 25th September, 2014
Place: New Delhi

(Puneet Jain)
Company Secretary
INDRAPRASTHA POWER GENERATION COMPANY LIMITED  
(An undertaking of Govt. of NCT of Delhi)  
(Regd. office: Himadri, Rajghat Power House Complex, New Delhi-110 002)  
Corporate Identity Number (CIN) – U40103DL2001SGC111530  
Tele Fax No. 011-23273565; Website: www.ipgcl-ppcl.gov.in  

NOTICE

Notice is hereby given that the 13th Annual General Meeting of Indraprastha Power Generation Company Ltd. will be held on Friday, 26th September, 2014 at 12.50 P.M. at the Office of Chief Secretary, Govt. of NCT of Delhi, Delhi Secretariat, I.P.Estate, New Delhi - 110 002 to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014, reports of the Board of Directors and Auditors thereon;

2. To appoint a Director in place of Shri M. K. Sobti (DIN: 00076206), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment;

3. To appoint a Director in place of Shri B. N. Ojha (DIN: 02282594), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment;


As Special Business:

5. To appoint Shri Sanjay Goel (DIN: 03450988) as Managing Director 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 in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Sanjay Goel (DIN: 03450988) as Managing Director of the Company with effect from 28.5.2014 in pursuance to the order no. F.8/26/2002/S.I/Pt./339 dated 21.5.2014 of GNCTD, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi"
subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company which shall not exceed the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and his office shall not be liable to retire by rotation."

6. To appoint Shri Y.V.V.J.Rajasekhar (DIN: 06902832) as Director (HR) 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 in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Y. V. V. J. Rajasekhar (DIN: 06902832) as Director (HR) of the Company with effect from 20.6.2014 in pursuance to the order no. F.30/6/2014/S.1/414 dated 16.6.2014 of GNCTD, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company which shall not exceed the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and his office shall be liable to retire by rotation."

7. To appoint Shri J.P.S.Chawla (DIN: 06973366) as Director 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 in accordance with the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri J.P.S.Chawla (DIN: 06973366) as Director (Finance) of the Company with effect from 16.9.2014 in pursuance to the order no. F.11(125)/2010/Power/pt./2973 dated 10.9.2014 of GNCTD, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/ Company which shall not exceed the limits as specified
under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and his office shall be liable to retire by rotation.”

8. To borrow money and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

“**Resolved That** in the supersession of the earlier ordinary resolution passed by the Members on September 20, 2013 and pursuant to provisions of section 180(1)(c) of the Companies Act, 2013 read with the Rules, and all other enabling provisions, if any, of the applicable laws, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any persons(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorized for and on behalf of the Company to borrow money from time to time in any manner and without prejudice to the generality thereof by way of loans, advances, credits, acceptances of deposits, banking and financial facilities or otherwise from any bank or banks or any financial institutions(s) or Non-banking Finance Companies (NBFCs) or Company(ies) or bond holders or debenture holders or other person(s) and whether the same be unsecured or secured and if secured whether by way of mortgage, charge, hypothecation, pledge or otherwise in any other way whatsoever, on or in respect of all or any of the company’s assets, effects and properties including uncalled capital, stock in trade (including raw materials, parts and components in stock or in transit) notwithstanding that the monies so borrowed, together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed for the time being the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.1500 crore (Rs. One Thousand Five Hundred crore only).”

“**Resolved Further That** the Board of Directors be and is hereby further authorized to execute such deed of mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may be think fit and containing such conditions and covenants as the Board may think fit.”

9. To create charge/mortgage on assets of the Company for securing loans and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:
“Resolved That in supersession of the earlier ordinary resolution passed by the Members on September 20, 2013 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any persons(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to mortgage and/or charge and/or hypothecate all or any part of the immovable or movable properties of the Company, wheresoever situated, both present and future and whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board of Directors may think fit, to or in favour of Financial Institution(s) / Bank(s) / NBFC/bond holders / debenture holders / any other lenders to secure the amount borrowed/to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest payable by the Company in respect of such borrowings within the overall limit of Rs. 1500 crore (Rupees One Thousand Five Hundred crore only).”

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to negotiate and settle the terms and conditions with the concerned Banks/financial Institutions etc., finalize the agreement/contracts and documents for creating the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

10. To approve the remuneration of the Cost Auditors for the financial year 2014-15 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 pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") the Cost Auditors M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 00239) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2014-2015 be paid remuneration of Rs.1,00,000/- (Rupees One Lakh only) plus applicable service tax.”
“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such act as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For Indraprastha Power Generation Company Ltd.

(Ravindra Kumar Jain)
Company Secretary

Date: 25th September, 2014
Place: New Delhi

Note:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not to be a member.

2. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business, as set out above is annexed hereto.

3. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to 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 12th Annual General Meeting held on September 20, 2013, authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2013-14. Accordingly, the Board of Directors has fixed the audit fee of Rs. 8,62,500/- for the Statutory Auditors for the financial year 2013-14 in addition to applicable service tax. The Statutory Auditors of the Company for the financial year 2014-15 are yet to be appointed by C&AG. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of the Statutory Auditors as may be deemed fit by the Board for the financial year 2014-15.

4. None of the Directors of the Company are related to each other.
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

The Board of Directors of the Company in pursuance to the order no. F.8/26/2002/S.I/Pr./339 dated 21.5.2014 of GNCTD appointed Shri Sanjay Goel IAS (DIN: 03450988) as Managing Director of the Company with effect from 28.5.2014, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/Company. The Office of Shri Sanjay Goel IAS shall not be liable to retire by rotation.

Shri Sanjay Goel (about 38 years) has done BA (Hons), MBE and MA (Phil) from Delhi University with first division. He has more than 10 years of experience in public administration. He held the position of District Collector at Diu, Dadra & Nagar Haveli, Daman and Itanagar at various point of time. He belongs to the India Administrative Services. The Board of Directors recommends the confirmation of appointment including terms and conditions of Mr. Sanjay Goel as Managing Director, not liable to retire by rotation for your approval.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Sanjay Goel are in any way concerned or interested financially or otherwise in the said resolution as set out at Item No. 5 of this Notice.

Item No. 6

The Board of Directors of the Company in pursuance to the order no. F.30/6/2014/S.1/414 dated 16.6.2014 of GNCTD appointed Shri Y. V. V. J. Rajasekhar DANICS (DIN: 06902832) as Director (HR) of the Company with effect from 20.6.2014, on such terms and conditions including period of tenure as may be decided by Govt. of NCT of Delhi subject to maximum period of five (5) years and he shall be entitled to draw remuneration/perquisites as per the Rules of Govt. of NCT of Delhi/Company. The Office of Shri Y. V. V. J. Rajasekhar DANICS shall be liable to retire by rotation.

Shri Y.V.V.J.Rajasekhar (about 45 years) is holding a Bachelors degree in Law, LLM (International Trade), Masters in Public Administration from
Syracuse University, New York besides number of other Diplomas. He has more than 24 years of experience including as Government Advocate (Trainee) and in Public Administration. He has worked in various departments like Revenue, Environment, DDA, Vigilance and Delhi Prisons.

None of the Directors and Key Managerial Personnel and their relatives except Shri Y.V.V.J. Rajasekhar are in any way concerned or interested financially or otherwise in the said resolution as set out at Item No. 6 of this Notice.

**Item No. 7**

The Board of Directors of the Company in pursuance to the order no. F.11[125]/2010/Power/pt./2973 dated 10.9.2014 of GNCTD appointed Shri J.P.S. Chawla (DIN: 06973366) as Director (Finance) of the Company with effect from 16.9.2014, on deputation basis, on such terms and conditions including remuneration/perquisites and period of tenure (upto maximum period of five years), as may be decided by the Govt. of NCT of Delhi/ Company. The Office of Shri J.P.S. Chawla shall be liable to retire by rotation.

Shri J.P.S. Chawla (about 55 years) is B.E. (Mechanical) from Delhi College of Engineering and also having a Diploma in Management from IGNOU, New Delhi. He has more than 26 years of experience in Government Accounts and Commercial Accounts. He worked in the various positions in number of Government departments including Prasar Bharati, Ministry of Urban Development, Ministry of Housing and Urban Poverty Alleviation, Ministry of Finance, DDA, Ministry of Civil Aviation and Tourism, Ministry of Agriculture etc.

None of the Directors and Key Managerial Personnel and their relatives except Shri J.P.S. Chawla are in any way concerned or interested in the said resolution as set out at Item No. 7 of this Notice.

**Item No. 8 & 9**

The provisions of Section 180(1)(a) and 180(1)(c) of the Companies, Act, 2013, read with the Rules, if any, made there under ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

The Members of the Company at the Annual General Meeting held on 20.9.2013 had, inter-alia, authorized the Board by way of **Ordinary Resolution** under the provisions of Section 293 (1)(d) and (a) of the
“Resolved That in supersession of the earlier ordinary resolution passed by the Members on September 20, 2013 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ) (“the Act”) and any other applicable laws and provisions of the Articles of Association of the Company, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any persons(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to mortgage and/ or charge and/ or hypothecate all or any part of the immovable or movable properties of the Company, wheresoever situated, both present and future and whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board of Directors may think fit, to or in favour of Financial Institution(s) / Bank(s) / NBFC/bond holders / debenture holders / any other lenders to secure the amount borrowed/ to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest payable by the Company in respect of such borrowings within the overall limit of Rs. 1500 crore (Rupees One Thousand Five Hundred crore only).”

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to negotiate and settle the terms and conditions with the concerned Banks/ financial Institutions etc., finalize the agreement/ contracts and documents for creating the aforesaid mortgages and/ or charges and to do all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

10. To approve the remuneration of the Cost Auditors for the financial year 2014-15 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 pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ) (“the Act”) the Cost Auditors M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number 00239) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2014-15 be paid remuneration of Rs.1,00,000/- (Rupees One Lakh only) plus applicable service tax.”
None of the Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially and otherwise in the said resolution as set out at Item No. 10 of this Notice.

By order of the Board of Directors  
For Indraprastha Power Generation Company Ltd.

\[signature\]

(Ravindra Kumar Jain)  
Company Secretary

Date: 25th September, 2014  
Place: New Delhi