



# यूजेवीएन लिमिटेड

(उत्तराखण्ड सरकार का उपक्रम)

## UJVNL Limited

(A Govt. of Uttarakhand Enterprise)

कार्यालय कम्पनी सचिव, "उज्जवल" महारानी बाग, जी०एम०एस० रोड, देहरादून-248 006 (उत्तराखण्ड) दूरभाष: 0135-2769919, फ़ैक्स 0135-2761549  
Office of the Company Secretary, "Ujjwal" Maharani Bagh, G.M.S. Road, Dehradun-248006 Phone 0135-2769919, Fax 0135-2761549  
Email: secujvnl@ujvnl.com Web site: uttarakhandjalvidyut.com Fax 0135-2769919

ISO 9001:2008 Certified

CIN No. U40101UR2001SGC025866

No:- 320/UJVNL/CS/07/A-35

Date: - 15/9/2023

### Notice of 22<sup>nd</sup> Annual General Meeting of UJVNL Limited

Notice is hereby given that the **22<sup>nd</sup> Annual General Meeting of UJVNL Limited** and any adjournment thereof, will be held on a shorter notice on **Tuesday, 19<sup>th</sup> September 2023 at 04:30 P.M. at "UJJWAL", Maharani Bagh, GMS Road, Dehradun**, to transact the following businesses: -

#### ORDINARY BUSINESS: -

**Item no. 1:- To consider and approve the audited Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board and the Auditors thereon and comments of Comptroller and Auditor General of India.**

The Board has approved the Financial Statement(s) and further recommends to the members for the same. The member(s) may consider/ pass the below resolution as an 'Ordinary Resolution', with or without modification(s): -

**"RESOLVED THAT** the consent of the members be and is hereby accorded to approve the audited Financial Statement(s) of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board and the Auditors thereon and comments of Comptroller and Auditor General of India."

#### Item no. 2

**2. a) To appoint and fix the remuneration of the Statutory Auditors of the Company, as appointed by the Comptroller & Auditor General of India for the Financial Year 2023-24.**

The appointment of the Statutory Auditors is yet to be receive from C& AG therefore, the members is requested to approve/ pass the below resolution authorising Board to appoint the statutory auditor and determine their remuneration.

**"RESOLVED THAT** the consent of the members be and is hereby accorded to authorized the Board of Directors of the Company for the engagement of the Statutory Auditors for the Financial Year 2023-24, as per the appointment by the office of the Comptroller of Auditor General of India, and to approve their remuneration and to reimbursement of any actual expenses, if any, that may be incurred by the auditors in the performance of their duty as auditors of the Company."





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## 2. (b) To appoint and fix the remuneration of Cost Auditors for the Financial Year 2023-24.

The Board has approved the appointment of Cost Auditor and further recommended to the members to appoint and fix remuneration of Rs. 80,000/- for F.Y. 2023-24.

The members(s) may consider/ pass the below resolution as an 'Ordinary Resolution' with or without modification(s): - -

**"RESOLVED THAT** the consent of the members be and is hereby accorded to appoint M/s. R.M. Bansal & Co., Cost Accountants, Kanpur as Cost Auditor of the Company on consolidated remuneration of Rs. 80,000/- exclusive of taxes, for Financial Year 2023-24."

## Item no. 3: To declare final dividend, if any, for Financial Year 2022-23.

The Board of Directors has recommended to the Annual General Meeting of the members of the company to declare/approve dividend for the financial year 2022-23 amounting to Rs. 20,09,58,211/- i.e., Rs. 14.60 per equity shares as on 1,37,64,261 equity share as on 31st March 2023, to the members, i.e., government of the Uttarakhand.

The members are requested to consider and to pass with or without modification(s), the following resolution as an Ordinary Resolution: -

**"RESOLVED THAT** the Dividend for the financial year 2022-23 amounting to Rs. 20,09,58,211/- i.e., Rs. 14.60 per equity shares on 1,37,64,261 equity shares as on 31st March 2023, as recommended by the Board of Directors be and is hereby declared and approved."

## SPECIAL BUSINESS: -

## Item no. 4: To take note of the Appointment of Director of the Company.

The member may consider/approve following ordinary resolution, with or without modification(s), if any:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV, read with Companies (Appointment and Qualification of Directors) Rules, 2014, and subject to the order received from Govt. of Uttarakhand, consent of the members be and is hereby accorded to appoint Shri. B.P. Pandey as an Independent Director on the Board of the Company, with effect from 11.03.2023.







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### **Item No. 5: To modify capital clause 4 of the Article of Association in line with the Memorandum of Association of the Company.**

The member may consider/approve following special resolution, with or without modification(s), if any:

**"RESOLVED THAT** pursuant to the provisions of Sections 61 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of UJVN Limited, the Articles of Associations of the Company be and is hereby modified by substituting the existing Clause 4 thereof with the following new Clause 4 as under:

**"4. The Authorized Share Capital of the Company shall be of such amount, as may be mentioned in the Capital Clause V of the Memorandum of Association of the Company from time to time."**

**"FURTHER RESOLVED THAT** any Director(s) or the Company Secretary be and are hereby severally authorized to do all such things, acts deeds and matter as may be considered necessary usual, proper and expedient to give effect to the above resolution."

### **Item no. 6: Issuance of shares during financial year 2022-23 to the Hon'ble Governor of Uttarakhand.**

The member may consider/approve following ordinary resolution, with or without modification(s), if any:

**"RESOLVED THAT** pursuant to the provisions of 62 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and other applicable provisions, if any, of the Act any other issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, and subject to approval(s), consent(s), permission(s), and/or sanction(s), the approval of the members of the Company be and is hereby accorded to allot 37,500 equity shares of Rs. 1,000/- each aggregating amount to Rs. 3,75,00,000 to the Hon'ble Governor of Uttarakhand, during F.Y 2022-23, as per the details mentioned hereunder: -





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S. No.	No. of shares allotted	Amount of shares (in Rs.)	Date of allotment	Date of Board meeting
1.	37,500	3,75,00,000	09/02/2023	09/02/2023

**"RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things, as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies."

You are requested to kindly make it convenient to attend the meeting.

Sincerely yours,

By the order of the Board of Directors

For & on behalf of UJVN Limited

**(B. Dasgupta)**  
Company Secretary

**Note:** -A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company.





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### EXPLANATORY STATEMENTS U/S 102 OF THE COMPANIES ACT, 2013

#### **Item no. 4: To take note of the Appointment of Director of the Company.**

Pursuant to the order, as received from Government of Uttarakhand vide letter no. 383/1(2)/2023/05-34/2003 dated 11/03/2023, Shri Bhagwati Prasad Pandey has been nominated as the Independent Director of UJVN Limited.

In connection with the above, the Board of Directors in its 114<sup>th</sup> Board Meeting dated 30-05-2023 took note of the circular resolution duly passed by the majority of Directors.

The members may take a note/approve the same.

#### **Item No. 5: To alter capital clause 4 of the Article of Association in line with the memorandum of Association of the Company.**

The charter documents, i.e., Article of Association (AoA) and Memorandum of Association (MoA) of UJVN Limited (the "Company") are prepared in consonance with the Companies Act, 1956. With the advent of the new Companies Act, 2013, the AoA were not amended in line with the new Act. In accordance with Table F of the Companies Act, 2013, the share capital clause is not mandatory to be included in the AoA. Accordingly, we have earlier amended the MoA, to increase the Authorised Share Capital of the Company from Rs. 1500 Crore to Rs. 3000 Crore, in line with the enabling clause under AoA of the company.

The share capital clause is specifically incorporated in the Memorandum of Association; hence, it is hereby imperative to sync the capital clause of AOA in line with the MoA of the company.

None of the directors of the company, or their respective relatives or KMPs are, in any way, concerned or interested, financially or otherwise, in this resolution.

The members may take a note/approve the same.





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### **Item no. 6: Issuance of shares during financial year 2022-23 to the Hon'ble Governor of Uttarakhand.**

During F.Y. 2022-23, the allotment of 37,500 shares was made to the Hon'ble Governor of Uttarakhand.

The paid-up share capital of the company as on 31<sup>st</sup> March 2022 was Rs. 13,72,67,61,000/- and the incremental increase in the paid-up share capital was Rs. 3,75,00,000/-, and therefore, the paid-up share capital of the Company as on 31<sup>st</sup> March 2023 was Rs. 13,76,42,61,000/-.

None of the directors of the company, or their respective relatives or KMPs are, in any way, concerned or interested, financially or otherwise, in this resolution.

The members may take a note/approve the same.

To,

### **All Shareholders**

1. Hon'ble Governor of Uttarakhand - Represented by Secretary (Energy) Government of Uttarakhand.
2. Smt. Radha Raturi, - Member
3. Shri R. Meenakshi Sundaram - Member
4. Shri R.K. Sudhanshu - Member
5. Shri Shailesh Bagauli - Member
6. Smt. Sowjanya - Member
7. Shri Dilip Javalkar - Member
8. Dr. Ashish Kumar Srivastava - Member
9. Shri Vinod Prasad Raturi - Member
10. Dr. Ahmed Iqbal - Member
11. Ms. Amita Joshi - Member
12. Smt. Ranjana Rajguru - Member





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### All Directors & Key Managerial Personnel

1. Smt. Radha Raturi, Chairperson, UJVN Limited.
2. Shri C.M. Vasudev, Independent Director, House No. B-44, Sector- 44, NOIDA (UP) - 201301.
3. Shri Indu Kumar Pande, Independent Director- 12-A, Usha Colony, Sahastradhara Road, Dehradun.
4. Shri B.P. Pandey, Independent Director, B-4/42, Vipul Khand, Gomati Nagar, Lucknow- 226010.
5. Shri Raj Kumar, Independent Director, F- 22, Green Park Main, New Delhi- 110016.
6. Shri. R. Meenakshi Sundaram, Secretary (Energy), GoU, Dehradun.
7. Shri Sandeep Singhal, Managing Director, UJVN Limited Dehradun.
8. Shri Purushottam Singh, Director (Operations), UJVN Limited Dehradun.
9. Shri Sudhakar Badoni, Director (Finance), UJVN Limited Dehradun.
10. Shri Suresh Chandra Baluni, Director (Projects), UJVN Limited Dehradun.

By the order of the Board of Directors

For & on behalf of UJVN Limited

(B. Dasgupta)  
Company Secretary



**Form No. MGT-11 Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U40101UR2001SGC025866  
Name of the Company: : UJVN Limited  
Registered Office : UJJWAL, MAHARANI BAGH, GMS ROAD, DEHRADUN, UTTARAKHAND

<b>Name of the member (s)</b>	:	
<b>Registered Address</b>	:	
<b>E-mail Id</b>	:	
<b>Folio No</b>	:	

I/We, being the member (s) of UJVN LTD. & having share/s of the above-named company, hereby appoint:-

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature : .....  
..... or failing him
2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature : ....., or failing him
3. Name: .....  
Address: .....  
E-mail Id: .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on **Tuesday, 19<sup>th</sup> day of September 2023 At 04:30 P.M.** at UJJWAL, Maharani Bagh, GMS Road, Dehradun, Uttarakhand in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To consider and approve the audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board and the Auditors thereon and comments of the Comptroller and Auditor General of India.
2. a) To appoint and fix the remuneration of the Statutory Auditors of the Company, as appointed by the Comptroller & Auditor General of India for the Financial Year 2023-24.  
b) To appoint and fix the remuneration of Cost Auditors for the Financial Year 2023-24.
3. To declare final dividend, if any, for Financial Year 2022-23.

**Special Business:**

4. To take note of the Appointment of Director of the Company  
To appoint Shri. B.P. Pandey, as the Director of the Company.
5. To modify capital clause 4 of the Article of Association in line with the Memorandum of Association of the Company.
6. Issuance of shares during financial year 2022-23 to the Hon'ble Governor of Uttarakhand.

Signed this \_\_\_<sup>th</sup> day of September 2023

Signature of shareholder

Affix Revenue  
Stamp

Signature of Proxy holder (s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**CONSENT FOR A SHORTER NOTICE**

[pursuant to provisions of Section 101(1) of the Companies Act, 2013]

To,

**The Board of Directors**

**UJVN Limited (the "Company")**

"UJJWAL" Maharani Bagh,

GMS road, Dehradun- 248006

Uttarakhand.

**Subject: Consent to hold the adjourned 21st Annual General Meeting at a shorter Notice.**

I, \_\_\_\_\_ holding one (1)

Equity share of Rs. 1,000 each and also entitled to vote at the ensuing 22<sup>nd</sup> Annual General Meeting of the Company, hereby do accord my/our consent pursuant to provisions of Section 101(1) of the Companies Act, 2013, to convene the 22<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Tuesday, 19<sup>th</sup> September 2023 at 04:30 P.M. at a shorter notice.

**Signature**

**Name:**

**Date:**



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(उत्तराखण्ड सरकार का उद्यम)

**UJVN Limited**

(An Uttarakhand Govt. Enterprise)

**AGENDA**  
**22<sup>nd</sup> ANNUAL GENERAL MEETING**

**DATE: 19-09-2023**

**TIME: 04:30 P.M**

**VENUE: BOARD ROOM (NEW BUILDING) "Ujjwal" MAHARANI  
BAGH, G.M.S ROAD DEHRADUN -248006**

<b>AGENDA NO.</b>	<b>AGENDA ITEM</b>
	<b>ORDINARY BUSINESS(S)</b>
22.01	<p>To consider and approve the audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of directors and the Auditors thereon and comments of Comptroller and Auditor General of India.</p> <p>The Board has approved the financials for 2022-23 together with the Reports of the Board and the Auditors thereon and comments of Comptroller and Auditor General of India." and further recommends to the members for the same. The member(s) may consider/ pass the below resolution as an 'Ordinary Resolution', with or without modification(s): -</p> <p><b>"RESOLVED THAT</b> the consent of the members be and is hereby accorded to approve the audited Financial Statement(s) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board and the Auditors thereon and comments of Comptroller and Auditor General of India."</p>
22.02(a)	<p>To appoint and fix the remuneration of the Statutory Auditors of the Company, as appointed by the Comptroller &amp; Auditor General of India for the Financial Year 2023-24.</p>

	<p>The appointment of the Statutory Auditors is yet to be received from C&amp; AG and therefore, the members is requested to approve /pass the below resolution, authorising Board to appoint the statutory auditor and determine their remuneration.</p> <p><b>“RESOLVED THAT</b> the consent of the members be and is hereby accorded to authorized the Board of Directors of the Company for the engagement of the Statutory Auditors for the financial year 2023-24, as per the appointment of the office of the Comptroller of Auditor General of India, and to approved their remuneration and to reimbursement of any actual expenses, if any, that may be incurred by the auditors in the performance of their duty as auditors of the Company.”</p>
<p><b>22.02(b)</b></p>	<p><b>To appoint and fix the remuneration of Cost Auditors for the Financial Year 2023-24.</b></p> <p>The Board has approved the appointment of Cost Auditor and further recommends to the members to appoint and fix remuneration of Rs. 80,000/- for the F.Y. 2023-24. The members(s) may consider/ pass the below resolution as an 'Ordinary Resolution' with or without modification(s): -</p> <p><b>“RESOLVED THAT</b> the consent of the members be and is hereby accorded to appoint M/s R.M. Bansal &amp; Co., Cost Accountants, Kanpur as Cost Auditor of the Company on consolidated remuneration of Rs. 80,000/- exclusive of taxes, for financial year 2023-24.”</p>
<p><b>22.03</b></p>	<p><b>To declare final dividend, if any, for Financial Year 2022-23.</b></p> <p>The Board of Directors has recommended to the Annual General Meeting of the members of the company to declare/approve dividend for the financial year 2022-23 amounting to Rs. 20,09,58,211/- i.e., Rs. 14.60 per equity shares as on 1,37,64,261 equity share as on 31<sup>st</sup> March 2023, to the members, i.e., government of the Uttarakhand.</p> <p>The members are requested to consider and to pass with or without modification(s), the following resolution as an Ordinary Resolution: -</p> <p><b>“RESOLVED THAT</b> the Dividend for the financial year 2022-23 amounting to Rs. 20,09,58,211/-i.e., Rs. 14.60 per equity shares on 1,37,64,261 equity shares as on 31<sup>st</sup> March 2023, as recommended by the Board of Directors be and is hereby declared and approved.”</p>



	<b>SPECIAL BUSINESS(S)</b>
<b>22.04</b>	<p><b>To take note of the Appointment of Director of the Company.</b></p> <p>The member may consider/approve following ordinary resolution, with or without modification(s), if any:</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 149, 150, 152 read with Schedule IV, read with Companies (Appointment and Qualification of Directors) Rules, 2014, and subject to the order received from Govt. of Uttarakhand, consent of the members be and is hereby accorded to appoint Shri. B.P. Pandey as an Independent Director on the Board of the Company, with effect from 11.03.2023.</p>
<b>22.05</b>	<p><b>To modify capital clause 4 of the Article of Association in line with the Memorandum of Association of the Company.</b></p> <p>The member may consider/approve following special resolution, with or without modification(s), if any:</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 61 and 14 and other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of UJVN Limited, the Articles of Associations of the Company be and is hereby modified by substituting the existing Clause 4 thereof with the following new Clause 4 as under:  “4. The Authorized Share Capital of the Company shall be of such amount, as may be mentioned in the Capital Clause V of the Memorandum of Association of the Company from time to time.”</p> <p><b>“FURTHER RESOLVED THAT</b> any Director(s) or the Company Secretary be and are hereby severally authorized to do all such things, acts deeds and matter as may be considered necessary usual, proper and expedient to give effect to the above resolution.”</p>
<b>22.06</b>	<p><b>Issuance of shares during financial year 2022-23 to the Hon’ble Governor of Uttarakhand.</b></p> <p>The member may consider/approve following ordinary resolution, with or without modification(s), if any:</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of 62 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and other applicable provisions, if any, of the Act any other issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force,</p>

and subject to approval(s), consent(s), permission(s), and/or sanction(s), the approval of the members of the Company be and is hereby accorded to allot 37,500 equity shares of Rs. 1,000/- each aggregating amount to Rs. 3,75,00,000 to the Hon'ble Governor of Uttarakhand, during F.Y 2022-23, as per the details mentioned hereunder: -

<b>S. No.</b>	<b>No. of shares allotted</b>	<b>Amount of shares (in Rs.)</b>	<b>Date of allotment</b>	<b>Date of Board meeting</b>
1.	37,500	3,75,00,000	09/02/2023	09/02/2023

**“RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things, as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies.”