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M.P. PASCHIM KSHETRA VIDYUT VITRAN COMPANY LTD.
Registered Office G.P.H. COMPOUND, POLO GROUND, INDORE (M.P.)

PH. (0731) 2421414 FAX: 2423300

CIN No. U40109MP2002SGC015121

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Limited, Indore will be held on Monday 26th December, 2016, at 12.30 p.m. at the registered office of the company GPH Compound, Polo Ground Indore, to transact the following businesses:-

ORDINARY BUSINESS:

- (1) To receive consider and adopt the Audited Financial Statement, Statement of Profit and Loss for the year ended on 31st March 2016, the Balance Sheet as at that date & Cash Flow statement and Directors and Auditors report thereon.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Financial Statements, the audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss & Cash Flow statement of the Company for the year ended on 31st March, 2016 together with the Directors' Report, the Auditors Report and the comments of the Comptroller and Auditor General of India thereon be and are hereby received, considered, approved and adopted."

- (2) To take note of the appointment of statutory Auditors of the company for the year 2016-17 by the Comptroller and Auditor General of India. And to fix the remuneration of Auditors.

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 provision of section 139 of the Companies Act, 2013, and other applicable provisions, if any of the Companies Act, 2013 the appointment of M/s Fadnis & Gupte, Chartered Accountants, Indore as statutory Auditors of the company for the year 2016-17 by the Comptroller and Auditor General of India be and is hereby noted."

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 142 and other applicable provisions, if any, of the Companies act, 2013 the Board of Directors of the company be and is hereby authorized to fix the remuneration of the statutory Auditors and to provide for reimbursement of their actual out-of-pocket expenses for the Financial year 2016-17."

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Special Business

1 Ratification of Cost Auditors' Remuneration

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 95,000/-(Ninety Five Thousand only) (plus Service tax applicable) payable to M/s Vijay P. Joshi & Associates, Cost Accountants, Indore who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2 Appointment of Shri Ajay Chobey, as Nominee Director.

To consider and, if thought fit , to pass with or without modification(s), the following Resolution as an **Ordinary** Resolution:

“RESOLVED THAT pursuant to Article 58(a) of the Articles of Association of the company and as per letter dated 10/08/2016 of GoMP Finance Department, appointment of Shri Ajay Choubey, Deputy Secretary GoMP, Finance Department as Nominee Director of the Company, w.e.f. 10/08/2016, in place of Shri Ajeet Kumar, I.A.S., the Director Budget & Additional Secretary, GoMP, Finance Department, be and is hereby noted.”

By Order of the Board of Directors

dsilco
Company Secretary

Place: INDORE
Date :22/12/2016

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend And vote at the meeting instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A Proxy Form is enclosed.
2. Documents referred to in the accompanying notice are open for inspection at Registered Office of the Company during office hours on all working days except Sundays and holidays between 11.00 A.M. and 5.00 p.m. up to the day of Annual General Meeting.
3. Pursuant to Section 139 of the Companies Act, 2013 the Statutory Auditors for the Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013 the remuneration of the Auditors appointed by the C&AG of India under Section 139 of the Act shall be fixed by the Company in General Meeting or In such manner as the Company in General Meeting may determine.
The members may authorize the Board to fix up an appropriate remuneration of Auditors for the Year F.Y. 2016-17.
4. Pursuant to Section 101 (1) of the Companies Act, 2013 consent to hold the Annual General Meeting at a shorter notice has been given by the requisite number of members of the company in writing.
5. Members are requested to notify the change if any in their address at the Registered Office of the Company.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed hereto as "Annexure to the notice"

ANNEXURE TO THE NOTICE

Explanatory Statement in respect of the special business pursuant to the provisions of Section 102 of the Companies Act, 2013

Item no. 1

The Board has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the company for the financial year 2016-17 as per the following details:

| Name of the Cost Auditor | Audit Fees |
|---|--|
| M/s Vijay P. Joshi & Associates, Cost Accountants, Indore | Rs. 95,000/- (Ninety Five Thousand only) (plus Service tax applicable) |

The remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly consent of the members is sought for passing an Ordinary Resolution as set out for ratification of the remuneration payable to the Cost Auditor for the financial year 2016-17.

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.

Your directors recommend this ordinary Resolution for your approval.

Item No. 2

Pursuant to Article 58(a) of the Articles of Association of the company and as per letter dated 10/08/2016 of GoMP Finance Department, Shri Ajay Choubey, Deputy Secretary GoMP, Finance Department has been appointed as Nominee Director of the Company, w.e.f. 10/08/2016, in place of Shri Ajeet Kumar, I.A.S., the Director Budget & Additional Secretary, GoMP, Finance Department.

Shri Ajay Choubey, Deputy Secretary GoMP, Finance Department is interested in the resolution with regard to his appointment.

Except, Shri Ajay Choubey, Deputy Secretary GoMP, Finance Department, none of the directors, and Key Managerial Personnel of the Company or their respective relatives are concerned in any way or interested, financially or otherwise in the resolution.

Your directors recommend this ordinary Resolution for your approval.

Place: INDORE
Date : 22/12/2016

By Order of the Board of Directors

[Signature]
Company Secretary

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| Resolution No. | Ordinary Business |
|------------------|---|
| (1) | To receive consider and adopt the Audited Financial Statement, Statement of Profit and Loss for the year ended on 31 st March 2016, the Balance Sheet as at that date & Cash Flow statement and Directors and Auditors report thereon. |
| (2) | To take note of the appointment of statutory Auditors of the company for the year 2016-17 by the Comptroller and Auditor General of India. And to fix the remuneration of Auditors. |
| Special Business | |
| (1) | Ratification of Cost Auditors' Remuneration |
| (2) | Appointment of Shri Ajay Chobey, as Nominee Director |

Signed this day of 2016