

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 23rd EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting of the company will be held on the Tuesday 17th January, 2017 at 11.30 A.M. at the registered office of the company GPH Compound, Polo Ground Indore, to transact the following business:

SPECIAL BUSINESS

1. Increase in Authorised Share Capital and alteration in the Memorandum of Association:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 14, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), including any amendment thereto or re-enactment thereof and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company **from** existing Rs. 3000/- Cr (Rupees Three Thousand Crores) divided into 30 Cr (Thirty Crores) equity shares of Rs.100/- (Rupees One Hundred) each to Rs. 5500/- Cr (Rupees Five Thousand Five Hundred Crores) divided into 55 Cr (Fifty Five Crores) equity shares of Rs.100/- (Rupees One Hundred) each ranking paripassu in all respect with the existing equity shares.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be altered as under:

“**Clause V** - The Authorized Share Capital of the Company is Rs. 5500,00,00,000 (RsFive Thousand Five Hundred Crores) divided into 55,00,00,000 (Fifty Five Crores) Equity Shares of Rs.100/- (Rupees One Hundred) each”

Place : INDORE

Date :12/01/2017

By Order of the Board of Directors


Company Secretary

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 Extra Ordinary General Meeting.
3. Members are requested to notify the change if any in their address at the Registered Office of the Company.
4. Explanatory Statement is annexed to this notice as required under section 102 (1) of the Companies Act, 2013.

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,
2013)

ITEM NO. 1 At present, the Authorised Share Capital of the Company is Rs. 3000 Crore (Rupees Three Thousand Crore) divided into 30.00 (Thirty Crore) equity shares of Rs.100/- (Rupees One Hundred) each. As per letter No. 6803 dated 19/08/2016 of the Energy department, Govt of Madhya Pradesh, it is informed that ,the State Government is going to convert percpctual loan of the Company into equity. Thus, Authorised Share Capital of Company has to be enhanced appropriately. It is therefore considered necessary to increase the Authorised Share Capital of the Company from present 3000 Crore (Rupees Three Thousand Crore) to Rs. 5500/- Cr (Rupees Five Thousand Five Hundred Crores)

The proposed increase in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

Place : INDORE
Date :12/01/2017

By Order of the Board of Directors


Company Secretary