

UNITECH POWER TRANSMISSION LIMITED

CIN: U74999DL1995PLC072431

Registered Office: 6, Community Centre, Saket, New Delhi – 110017

Corporate Office: 3rd floor, Unitech House, L-Block, South City I,
Gurugram – 122001

Website: www.unitech-power.com

Email id: Kanika@uptl.co.in

Telephone: 0124-4571000

Fax: +91 124 4002 690

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **28th Annual General Meeting** of the Members of Unitech Power Transmission Limited will be held on **Thursday, 28th September 2023 at 02:30 PM IST through Video Conferencing** to transact the following business(s):

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March 2023 along with the Reports of the Board of Directors and Auditors thereon. In this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that, the audited financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members and laid before the Meeting, be and are hereby considered and adopted.”



SAFETY BY CHOICE, NOT BY CHANCE

2. RE-APPOINTMENT OF MRS. SONI SRIVASTAVA (DIN: 09228086), DIRECTOR LIABLE TO RETIRE BY ROTATION

To re-appoint Mrs. Soni Srivastava (DIN: 09228086), Director who retires by rotation and being eligible, offers herself for re-appointment. In this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED that, pursuant to the provisions Section 152 of the Companies Act, 2013, Mrs. Soni Srivastava (DIN: 09228086), Director, who retires by rotation, and being eligible has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

3. RATIFICATION OF APPOINTMENT OF MR. RAJENDRA KUMAR BHANDARI

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

“RESOLVED that, pursuant to the provisions of Section 149, 152, 196, 197, 198, 203 of the Companies Act 2013 and other applicable provisions, if any of the Companies Act 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 & Schedule V of the Companies Act 2013 and other rules framed thereunder (including any statutory modifications or amendments or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded for the re-appointment of Mr. Rajendra Kumar Bhandari (DIN:07273022), designated as a Whole Time Director of the Company for a period of one year, w.e.f. 16th December 2022 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and approved by the Board, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER that, the remuneration payable to Mr. Rajendra Kumar Bhandari, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.



RESOLVED FURTHER that where in any financial year during his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rajendra Kumar Bhandari, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER that Directors of the Company and/ or Company Secretary be and are hereby authorized jointly and/or severally to do all such acts, deeds and things as may be required to give effect to the above resolution.”

4. RATIFICATION OF REMUNERATION PAYABLE TO M/S. AJAY KUMAR SINGH & CO., COST AUDITORS FOR FINANCIAL YEAR 2022-23

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

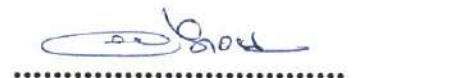
“**RESOLVED** that, pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the remuneration of Rs. **70,000/-** (Seventy Thousand only) plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses, as approved by the Board of Directors, to be payable to M/s. Ajay Kumar Singh & Co., Cost Auditors, to conduct the audit of the cost records of the Company for the Financial Year 2022-23 be and is hereby ratified and confirmed.”

**By order of the Board of Directors of the Company
For Unitech Power Transmission Limited**


.....
Soni Srivastava

Director

DIN: 09228086


.....
Rajendra Kumar Bhandari

Whole Time Director

DIN: 07273022

Date: 13.09.2023

Place: Gurgaon

NOTES:

1. In view of the massive outbreak of Covid 19 pandemic, social distancing is a norm to be followed and MCA vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular no. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 and 11/2022 dated Dec. 28, 2022 respectively (collectively "MCA Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the 28th AGM of the Company is being convened and conducted through VC.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013 relating to Special Business Item No. 03 to 04 is annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING HELD THROUGH VC/OAVM IS NOT ENTITLED TO APPOINT ANY PROXY TO ATTEND AND VOTE IN THE MEETING. HOWEVER, THE REPRESENTATIVE OF THE MEMBERS MAY BE APPOINTED IN PURSUANCE TO SECTIONS 112 & 113 OF THE COMPANIES ACT 2013 TO ATTEND AND VOTE IN THE MEETING.
4. Corporate Members intending to have their authorized representatives attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company a scanned certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company Secretary of the Company at email id Kanika@uptl.co.in.
5. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1.



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6. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Members may request the Company for availability of relevant documents, if any, referred to in the explanatory statement by writing to the Company through email at kanika@uptl.co.in and same will be replied by the Company suitably.
8. This Notice is being sent to all the Members whose name appears in the Register of Members or in the Register of Beneficial Owners. Any person who is not a Member of the Company on the date specified above shall treat the Notice for information purposes only.
9. The Notice is sent to all the Members at their Registered email ids with depositories/ with the Company/with by email.
10. The Members of the Company are requested to attend the AGM through video conferencing using the link that will be shared by the Company Secretary of the Company.
11. The facility of joining the meeting shall be kept open at least 15 minutes before the time schedule and will not be closed till the expiry of 15 minutes after such scheduled time.
12. Attendance of Members through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act 2013.
13. The AGM held through VC/OAVM will be duly recorded and the recorded transcript of the same will be maintained in the safe custody of the Company.
14. The Meeting shall be deemed to be held at the Registered Office of the Company at 6, Community Centre, Saket, New Delhi – 110017.
15. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
16. In case you have any queries or issues, you may contact Ms Kanika at **Mobile No. 7015648261** or write an email to **kanika@uptl.co.in**
17. Relevant documents and Registers are open for inspection by the Members at the Corporate Office of the Company at 3rd Floor, Unitech House, L Block, South City I, Gurgaon-122001, Haryana on all working days, except Sunday, during business hours upto the date of the Meeting.



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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE:-

Item No. 03

Mr. Rajendra Kumar Bhandari was appointed as a Whole Time Director of the Company w.e.f. 16th December 2020 to hold office for a period of 1 year in line with the provisions of the Companies Act 2013, vide Board Meeting dated 25th November 2020. He has been subsequently re-appointed as Whole Time Director of the Company for a further period of one year w.e.f. 16th December 2022 subject to approval of shareholders of the Company.

THE TERMS AND CONDITIONS OF THE RE-APPOINTMENT OF MR. RAJENDRA KUMAR BHANDARI AS WHOLE TIME DIRECTOR

1. He will be designated as Whole Time Director
2. Period – The re-appointment will be effective from 16th December 2022 to 15th December 2023.
3. Overall Remuneration – Subject to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 read with 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), Mr. R.K Bhandari is being paid yearly remuneration of Rs. 35,88,000/- only and the same remuneration will continue being paid.
4. Minimum Remuneration – Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Whole time director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule V of the Companies Act, 2013.



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5. Functions – Subject to the superintendence, control and direction of the Board of Directors of the Company, the Whole time directors shall have substantial powers of management including day to day affairs of the Company and shall exercise other duties and functions as maybe delegated/assigned to him by the Board of Directors/Committee of Directors from time to time.
6. Sitting fee – He shall not be paid any sitting fee for attending the meeting of the Board of Directors or Committee thereof.

INFORMATION PURSUANT TO PROVISION (IV) TO CLAUSE B OF SECTION (II) OF PART (II) OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. NATURE OF INDUSTRY

The Company is into the business of design, manufacturing and erection of transmission towers primarily for the power sector. This business is supported by state of the art manufacturing facility at Nagpur. It manufactures and supplies steel lattice towers and all attachments, components and fixtures for electrical transmission line upto 800 kV in India and abroad and laying of transmission lines of upto 765 kV in India.

The wide range of services offered include site survey, soil investigation, access roads, foundations, tower design, tower testing, mobilization of manpower and equipment, testing and commissioning.

2. DATE OF COMMENCEMENT OF COMMERCIAL PRODUCTION

The Company commenced its commercial production from 1st January 1998.

3. IN CASE OF NEW COMPANIES, EXPECTED DATE OF COMMENCEMENT OF ACTIVITIES AS PER PROJECT APPROVED BY FINANCIAL INSTITUTIONS APPEARING IN THE PROSPECTUS

Not applicable



4. FINANCIAL PERFORMANCE BASED ON GIVEN INDICATORS

In lakhs

| FINANCIAL PARAMETER | FINANCIAL YEARS | | |
|---------------------|-----------------|----------|----------|
| | 2019-20 | 2020-21 | 2021-22 |
| Turnover | 34489.75 | 33113.30 | 33396.71 |
| Net Profit/loss | 783.69 | 373.23 | (391.20) |

5. FOREIGN INVESTMENTS/COLLABORATIONS, IF ANY

Nil

II. INFORMATION ABOUT THE APPOINTEE

1. BACKGROUND DETAILS

Mr. Rajendra Kumar Bhandari is BE in Electrical Engineering from MBM Engineering College, Jodhpur. He holds overall experience of over 38 years in RSEB/RVPN, Rajasthan. He specializes in EHV Transmission lines and sub stations. He has vast experience in construction and overall management from planning to commissioning as well as in Renewable Energy Sector and Regulatory Affairs. Till date he has supervised more than 1000 kms of EHV transmission lines and about twenty sub stations including five 220 KV sub stations and one 400 KV sub-station. He was given appreciation certificate by CMD, RVPN for outstanding performance during 2006-07 & 2008-09. With effect from 16th December 2019, he has been working as Whole Time Director of the Company.

2. PAST REMUNERATION/RECOGNITION OR AWARDS

At present, Mr. R.K Bhandari is being paid yearly remuneration of Rs. 35,88,000/- only.



3. JOB PROFILE AND HIS SUITABILITY

Subject to the superintendence, control and direction of the Board of Directors of the Company, the whole time Director shall have substantial powers of management including day to day affairs of the Company and shall exercise such other duties and functions as may be delegated/assigned to him by the Board of Directors/Committee of Directors from time to time.

4. REMUNERATION PROPOSED

Due to change in the accommodation, there has been a nominal increase of Rs. 2000/- per month in rent paid by the Company. As a consequence thereof, his remuneration has increased from Rs. 2,97,000/- to Rs. 2,99,000/- per month. Other than that, there is no change in his remuneration.

5. COMPARATIVE REMUNERATION PROFILE

The proposed remuneration is in line with prevailing industry remuneration structure for similar position.

6. PECUNIARY RELATIONSHIP DIRECTLY OR INDIRECTLY WITH THE COMPANY, OR RELATIONSHIP WITH THE MANAGERIAL PERSONNEL, IF ANY

Apart from remuneration, Mr. R.K Bhandari does not have any other pecuniary relationship with the Company.

Further Mr. R.K Bhandari is not related to any other Managerial personnel of the Company.

The Company has received the consent of Mr. Rajendra Kumar Bhandari in writing in FORM DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules 2014 to the effect that he is not disqualified under Sub Section 2 of Section 164 of the Companies Act 2013.

The Board considers that his association will be of immense benefit to the Company and it is desirable to avail his services as Whole Time Director of the Company. Accordingly, the Board Recommends Item no. 8, in relation to his re-appointment as Whole Time Director for the approval of shareholders of the Company.



Mr. Rajendra Kumar Bhandari is interested in the Resolution to the extent as it concerns his appointment. None of the other Directors, Key Managerial Personnel or their relatives are interested in the passing of the said Resolution.

Item No. 04

The Board of Directors at its meeting held on 13th September, 2023 had approved the appointment of M/s. Ajay Kumar Singh & Company, Cost Auditors, to conduct the audit of the Cost records of the Company on a remuneration of Rs. 70,000/- (Seventy Thousand only) plus taxes as applicable and reimbursement of reasonable out of pocket expenses, for the Financial Year 2022-23.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2022-23, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

**By order of the Board of Directors of the Company
For Unitech Power Transmission Limited**



.....
Soni Srivastava

Director

DIN: 09228086



.....
Rajendra Kumar Bhandari

Whole Time Director

DIN: 07273022

Date: 13.09.2023

Place: Gurgaon

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment at the 66th Annual General Meeting in pursuance of provisions of the Companies Act, 2013.

| | |
|---|---|
| Name of Director | Shri Rajendra Kumar Bhandari |
| Date of Birth | 01.04.1957 |
| Nationality | Indian |
| Date of Appointment | 16.12.2022 |
| Qualification | B.E, Former Director Technical RRVPL |
| List of Directorship in other Companies | - |



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