



PASCHIM GUJARAT VIJ COMPANY LIMITED

Registered & Corporate Office,
"Paschim Gujarat Vij Seva Sadan"
Off Nana Mava Main Road, Laxminagar, Rajkot - 360 004
CIN U40102GJ2003SGC042908 Web site : www.pgvcl.com
Tele. No: (0281)2380425, 2380427, Fax:(0281)2380428



NOTICE

NOTICE is hereby given that the **SEVENTEENTH EXTRA ORDINARY GENERAL MEETING** of the Shareholders of the Company will be held at shorter notice under sec 101 of the Companies Act, 2013 on Friday, the 23rd day of February, 2024 at 12:30 P.M. in the Conference Room, Gujarat Urja Vikas Nigam Limited, Third Floor, Sardar Patel Vidyut Bhavan, Race Course, Vadodara - 390007 to transact the following items of Special Business:

- 1 To consider and if thought fit, to pass, with or without modification/s, the following resolution as Special Resolution relating to re-appointment of Shri Nirmal K. Jha (DIN - 02763994) as Director and as also Independent Director on the Board of the Company:

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Shri Nirmal K. Jha (DIN-02763994), who was appointed as an Additional Director with effect from 29th January 2024 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of Annual General Meeting and who has offered himself for appointment as Independent Director and who is eligible for appointment as Independent Director under the provisions of the Companies Act, 2013 and who has also been recommended by the Board of Directors for appointment as Independent Director for the second term, be and is hereby re-appointed as Director and also as an Independent Director of the Company, not liable to retire by rotation, to hold office as Independent Director for the second term of 2 (two) consecutive years or till such time as Government of Gujarat decides otherwise, whichever is earlier, with effect from the date of approval by members.”

By Order of the Board
For **Paschim Gujarat Vij Company Limited**

Date : 17th February, 2024
Place: Rajkot

Sd/-
Authorized Signatory

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective must be received by the Company at its Registered Office not later than 48 hours before the time for holding of the meeting.
- 2 The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, is annexed hereto as “Annexure to the Notice”.



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ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: Re-appointment of Shri Nirmal K. Jha (DIN - 02763994) as Independent Director on the Board of the Company:

Sh. Nirmal K. Jha (DIN - 02763994), have been appointed as Independent Director on the Board of the Company, for first term of consecutive two years, by the Members at their Extra Ordinary General Meeting held on 23rd August, 2021.

As per Section 149 of the Companies Act, 2013 (the Act) and Rules made thereunder, an Independent Director can be re-appointed for a term of up to 5 years on passing a Special Resolution in General Meeting and disclosure of such appointment in the Board's Report.

The Government of Gujarat vide letter no. EPCD/CS/e-file/20/2023/1054/K dated 05.01.2024 of Energy & Petrochemicals Department and Letter No. GUVNL/CS/Ind. Directors/2024/1324 informed about decision regarding reappointment of Sh. Nirmal K. Jha as Independent Director on the Board of the Company for two years or till such time as Government of Gujarat decides otherwise, whichever is earlier. Being eligible for re-appointment Shri Nirmal K. Jha has provided their consent for appointment and declaration of independence under the Act confirming his eligibility for appointment as independent director of the Company. Further, as per Independent Director's databank registration certificate he has registered himself up to 09th January, 2025 as independent director with the India Institute of Corporate Affairs (IICA). In accordance with provisions of Section 161 of the Companies Act, 2013 and in terms of Article of Association of the Company, the Board has appointed Shri Nirmal K. Jha (DIN-02763994) as additional director w.e.f. 29th January, 2024 and also recommended to be appointed as Independent Director for second term of 2 years or till such time as Government of Gujarat decides otherwise, whichever is earlier.

Presently, he is Advisor (Industry Partnership) Indian Institute of Technology, Gandhinagar also serve as a Director in IIT Gandhinagar Research Park and IIT Gandhinagar Innovation And Entrepreneurship Center. He has rich experience of 38 years of serving the power industry across Asia, USA and China, has managed large regional setup in several countries for Alstom Power Service and has successfully turned around several businesses within the Company. Established and developed Asian Execution center for Gas turbine service at Kuala Lumpur.

Further as per section 149(6) as applicable to the Govt. Company, since in the opinion of the Energy & Petrochemicals Department, Govt. of Gujarat, Shri Nirmal K Jha is a person of integrity and possesses relevant expertise and experience, it is proposed to appoint him as Director and as Independent Director.

In the opinion of the Board of Directors of the Company, Shri Nirmal K. Jha (DIN-02763994), fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules made thereunder. Shri Nirmal K. Jha is independent of the management. The Company and Shri Nirmal K. Jha shall abide by the provisions specified in Schedule IV of the Act.



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Having regard to their qualification, experience and performance, the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri Nirmal K. Jha (DIN-02763994) as Independent Director. Accordingly, the Board recommends the resolution(s) set forth in Item Nos. 1, in the accompanying Notice for the approval of the Members by way of Special Resolution.

Shri Nirmal K. Jha do not hold by themselves or for any other person on a beneficial basis, any shares in the Company.

Shri Nirmal K. Jha is interested in the resolutions set out respectively at Item Nos. 1 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this Special Resolutions.

Shri Nirmal K Jha, if appointed as an Independent Director, shall not be liable to retire by rotation.

The Board commends the Special Resolution set out in Item No. 01 of the Notice for approval of the Members.

By Order of the Board
For Paschim Gujarat Vij Company Limited

Date : 17th February, 2024
Place: Rajkot

Authorized Signatory

	<p align="center">PASCHIM GUJARAT VIJ COMPANY LIMITED</p> <p align="center">Registered & Corporate Office, "Paschim Gujarat Vij Seva Sadan" Off Nana Mava Main Road, Laxminagar, Rajkot - 360 004 CIN U40102GJ2003SGC042908 Web site : www.pgvcl.com Tele. No: (0281)2380425, 2380427, Fax:(0281)2380428</p>	
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Brief resume of Shri Nirmal K. Jha:

Mr. Jha is B.Tech. (Electrical Engineer) from IIT Kanpur in 1977. He has more than 38 years of experience in multinational power industry across Asia, USA and China. He has also served on the board of several international companies. He is Advisor (Industry Partnerships) at IIT Gandhinagar from March 2016, post retirement from the Industry. Has been an Experienced General Manager with several International Assignments.

He has successfully turned around several businesses within the company and managed a large regional setup from Kuala Lumpur that included India, China, Australia, Japan, NZ, Singapore, Malaysia, Thailand, Philippines, Taiwan, Vietnam, Indonesia, South Korea for Alstom Power service. He has been Part of Alstom TOP Management Team (2007 -2009) and Established and developed Asian Execution center for Gas turbine service at Kuala Lumpur. Also Established and developed Execution Center for Steam Plants (Boiler, Air Pollution Control, Turbine and Generator)in India. He has successfully integrated twice the business during mergers of Asea and Brown Boveri in 1988-89 and ABB to Alstom in 1999-2000. Mr. Jha have been on Boards of several group companies in India, Indonesia and Taiwan. He is also Mentor and trainer for internal leadership program.

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**FORM OF PROXY**

Name of the member(s):	
Registered address:	
Folio No:	
Email ID:	
No. of Shares held	

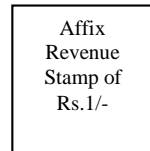
I/We, Being The Member(S) of ___ Shares Of The Above Named Company, Hereby Appoint:

1.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
2.	Name:		Signature:	
	Address:			
	E-mail Id:			

As My/Our Proxy to attend and Vote (On A Poll) for me/us and on my/our behalf at the extra ordinary general meeting of the company, to be held on 23rd February, 2024 at GUVNL Conference Room, 3rd Floor, Sardar Patel Vidhyut Bhavan, Race Course, Vadodara - 07 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Special Business			
Special Resolution :			
1.	Re-Appointment of Shri Nirmal K. Jha (DIN:02763994) as an Independent director.		

SIGNED THIS FRIDAY OF 23RD FEBRUARY, 2024



Signature of Shareholder _____ Signature of Proxy Holder(S) _____

NOTES:

1. 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.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the Company.



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3. Please put 'X' in the appropriate column against the resolutions indicated in the Box, if you leave 'For' or 'Against' column blank against any or all the resolutions, Your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. In the case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.