



उत्तराखण्ड पावर कारपोरेशन लि०

(उत्तराखण्ड सरकार का उपक्रम)

Uttarakhand Power Corporation Ltd.

(A. Govt. of Uttarakhand Undertaking)

CIN: U40109UR2001SGC025867

Email ID: rjmalik@upcl.org, Website: www.upcl.org

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of the shareholders of Uttarakhand Power Corporation Limited will be held on **31st July, 2025 (Thursday) at 12:00 PM** at the Registered Office of the Corporation at VCV Gabar Singh Urja Bhawan, Kanwali Road, Dehradun- 248001 Uttarakhand to transact the following:

SPECIAL BUSINESS

Item No.01: To consider and approve the Increase of Authorised Share Capital of the Company from Rs. 2,000 Crores to Rs. 10,000 Crores.

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), Section 64 read with rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of the Members of the Company be and is hereby accorded for increase of Authorised Share Capital of the Company from ₹2000,00,00,000 (Rupees Two Thousand Crores) divided into 2,00,00,000 (Two Crore) equity shares of ₹1000/- each to ₹10000,00,00,000 (Rupees Ten Thousand Crore) divided into 10,00,00,000 (Ten Crore) equity shares of ₹1000/- each.”

“RESOLVED FURTHER THAT any of the Director, Whole Time Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and file all the requisite e-forms including form MGT-14/SH-7 along with all such other documents as may be required, with the Registrar of Companies, Dehradun, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

Item No.02: To consider and approve the Alterations in the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company.

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 13(1) read with Section 13(6)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of the Members of the Company be and is hereby accorded for alteration of the Memorandum of Association of the Company by substitution of Clause V of MOA as under:”

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MOA Clause No.	Capital clause to be Substituted in the Memorandum of Association
V.	<i>(Substitution)</i> The Authorised Share Capital of the Company is Rs. 10000,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 1000/- each.

‘RESOLVED FURTHER THAT pursuant to the provisions of Section 14(1) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by substitution of Article as under:’

AOA Article No.	Article to be Substituted in the Articles of Association
4	<i>(Substitution)</i> The Authorised Share Capital of the Company is Rs. 10000,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 1000/- each.

‘RESOLVED FURTHER THAT any of the Director, Whole Time Directors or Company Secretary of the Company, be and are severally hereby authorized to sign and file all the requisite e-forms including form MGT-14 along with all such other documents as may be required, with the Registrar of Companies, Dehradun, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

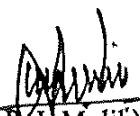
NOTE:

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be member of the company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed thereto.

Dated: 07.07.2025

Place: Dehradun

By order of the Board,


(Dr. R.J. Malik)

Company Secretary

Copy to:

- All the members,
- All the Directors,
- All the Auditors.

Enclosed:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.
2. Proxy Form.

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

Item No. 01

As per provisions of Section 2(45) of the Companies Act, 2013, being a wholly owned state Government Company, the Govt. of Uttarakhand has infused equity approximately of Rs. 200 Crores during the Financial Year 2024-25 for rapid upgradation of electrical infrastructure in the State of Uttarakhand and it is expected that further equity infusion of more than 100-200 Crores will be made by Govt. of Uttarakhand in the current and the succeeding Financial Years. Therefore, it is necessary to increase the Authorised Share Capital of Corporation in order to be able to issue Equity Shares against those equity infusion, as the Authorised Share Capital of UPCL is currently Rs. 2,000 Crores against which Equity Shares of Rs. 1802.96 Crores have already been issued as on 31.05.2025 to the Govt. of Uttarakhand.

Pursuant to the provisions of Sections 61(1)(a), Section 64 read with rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013, the increase in Authorised Share Capital of the Company requires approval of the Shareholders by way of an Ordinary Resolution passed in a duly convened General Meeting. The Board of Directors in its 124th Meeting held on 05.07.2025 have already approved the proposal for increase of Authorised Share Capital from ₹2,000 Crores to ₹10,000 Crores.

The Board proposes to the Members for increase of Authorised Share Capital from ₹2000,00,00,000 (Rupees Two Thousand Crore) divided into 2,00,00,000 (2 Crore) Equity Shares of ₹1000/- each to ₹10000,00,00,000 (Rupees Ten Thousand Crore) divided into 10,00,00,000 (10 Crore) equity shares of ₹1000/- each of the Company.

All the documents referred herein above are available for inspection of the members at the Registered Office of the Corporation during working hours on any working day.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

In view of the facts as stated herein above, the Board recommends the resolution for approval of Members to be passed as Ordinary Resolution.

Item No. 02

Pursuant to the provisions of Section 13(1) read with Section 13(6) of the Companies Act, 2013, 14(1) the Companies Act, 2013, the approval of the Shareholders by way of a Special Resolution in a General Meeting is required for the proposed alteration in the Capital clause of Memorandum and Articles of Association of the Company.

The present Authorised Share Capital of the Company as stipulated in Clause V of Memorandum of Association and Article 4 of Articles of Association is ₹2000,00,00,000 (Rupees Two Thousand Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹1000/- each. Therefore, in order to give effect to Agenda Proposal stipulated in Item No.

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01, alterations are required to be made in the Memorandum of Association and Articles of Association of the company. The Board of Directors in its 124th Meeting held on 05.07.2025 have already approved the proposal for alteration in the Memorandum of Association and Articles of Association to give effect to the increase of Authorised Share Capital from ₹2,000 Crores to ₹10,000 Crores.

Consequently, Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company will require alteration so as to reflect the increase in the Authorised Share Capital. Proposed alterations required to be made in the Memorandum of Association and Articles of Association are as follows:

MOA Clause No.	Capital clause to be Substituted in the Memorandum of Association
V.	<i>(Substitution)</i> The Authorised Share Capital of the Company is Rs. 10000,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 1000/- each.

AOA Article No.	Article to be Substituted in the Articles of Association
4	<i>(Substitution)</i> The Authorised Share Capital of the Company is Rs. 10000,00,00,000/- (Rupees Ten Thousand Crores) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 1000/- each.

The Board proposes to the Members for alterations of Memorandum of Association and Articles of Association of the Company in order to give effect to the increase of Authorised Share Capital from ₹2000,00,00,000 (Rupees Two Thousand Crore) divided into 2,00,00,000 (2 crore) equity shares of ₹1000/- each to ₹10000,00,00,000 (Rupees Ten Thousand Crore) divided into 10,00,00,000 (10 crore) equity shares of ₹1000/- each.

All the documents referred herein above are available for inspection of the Members at the Registered Office of the Corporation during working hours on any working day.

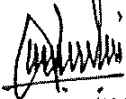
None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

In view of the facts as stated herein above, the Board recommends the resolution for approval of Members to be passed as Special Resolution.

Dated: 07.07.2025

Place: Dehradun

By order of the Board


(Dr. R. J. Malik)
Company Secretary