



Power System Operation Corporation Limited

(A wholly owned subsidiary of POWERGRID)

CIN: U40105DL2009GOI188682

Registered Office : 1st Floor, B-9, Qutab Institutional Area, Katwaria Sarai,
New Delhi – 110 016

Phone No. : (011) 26536832, 26524522, 26532062

Fax : (011) 26524525, 26536901

Website : www.posoco.in, Email ID: posococc@posoco.in

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the Company will be held on **Tuesday the 15th September, 2015 at 4.30 p.m.** at the Registered Office of the Company i.e. B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110 016 to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the financial year ended on 31st March, 2015 together with Reports of the Board of Directors and Auditors thereon.
2. To take note of the payment of interim dividend and declare Final Dividend for the Financial Year 2014-15.
3. To appoint a Director in place of Shri R.T. Agarwal (DIN:01937329) who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors appointed by Comptroller and Auditor General of India.

Special Business:

5. To appoint Dr. K. Ramalingam (DIN:00207932), as Director of the Company and in this regard 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Dr. K. Ramalingam (DIN :00207932) who was nominated by the Board of Directors of POWERGRID as a Director on the Board of POSOCO pursuant to the requirements of Clause 40(a)(v) of the Articles of Association of POSOCO and appointed as an Additional Director of the Company w.e.f. 29.01.2015 in terms of Article 40(b) of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. K. Ramalingam for the office of the Director, be and is hereby appointed as a Director of the Company.”

**For and By order of the Board
Power System Operation Corporation Limited**

P. Chaturvedi
(Priti Chaturvedi)
Company Secretary

Regd. Office:

Power System Operation Corporation Limited
1st Floor, B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi-110 016.
CIN: U40105DL2009GOI188682

Dated: 18.08.2015



NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself / herself and a Proxy need not be a Member of the Company. A Blank Proxy Form is enclosed.
2. Shareholders seeking any information with regard to accounts are requested to write to the company.
3. Brief Resume of the Directors seeking appointment or re-appointment is Annexed hereto and forms part of the Notice.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
5. Electronic copy of the Annual Report for the F.Y. 2014-15 is being sent to the members whose e-mail ids are registered with the Company.
6. The Board of Directors in its Meeting held on 18.03.2015 had declared Interim dividend @15% (₹ 1.5/- per share) on the paid-up equity share capital of the Company which was paid on the same day, i.e. 18.03.2015.
7. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of the Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuance of Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Statutory Auditors for the F.Y. 2015-16 are yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the F.Y. 2015-16.
8. None of the Directors of the Company are in any way related with each other.
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m and 1.00 p.m. prior to the Annual General Meeting.
10. The Notice of the AGM is also placed on the website of the Company, i.e. www.posoco.in.

Annexure to the Notice

EXPLANATORY STATEMENT

(pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5

Dr. K. Ramalingam (DIN: 00207932) had been appointed as an Additional Director of the Company w.e.f. 29.01.2015 in view of the nomination made by the Board of Directors of POWERGRID (the Holding Company) in pursuance of the requirements of Article 40(a)(v) of the Articles of Association of POSOCO.

According to the provisions of Section 161 of the Companies Act, 2013, Dr. K. Ramalingam shall hold office upto the date of the Annual General Meeting. As required by Section 161 of the Companies Act, 2013, notice has been received from a member signifying his intention to propose the appointment of Dr. K. Ramalingam as Director at the forthcoming AGM. Hence necessary resolution is placed before the Meeting for Members' approval.

Dr. K. Ramalingam is deemed to be interested in the proposed resolution to the extent of his appointment as a Director. No other Director or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in the Resolution. Directors recommend the resolution as proposed in the Notice for Members' approval.

Brief Resume Dr. K. Ramalingam, inter-alia, giving nature of expertise in specific functional area is Annexed.

Brief Resume of the Directors seeking re-election and also of Directors appointed since last Annual General Meeting:

I. Director seeking re-election at the 6th AGM:

Name	Shri R.T. Agarwal (DIN:01937329)
Date of Birth and Age	12.08.1956 / 59 years
Date of Appointment	16/05/2011
Qualification	B.Com, Chartered Accountant
Expertise in specific Functional Area	Shri R.T. Agarwal (DIN: 01937329), is part – time Director of our Company. Prior to taking up this assignment, he was working as Executive Director (Finance). A Chartered Accountant by profession, Shri Agarwal has more than 34 years of experience in multifarious Finance & Accounts Functions, like finalization of Accounts, coordination with Auditors, Taxation, Treasury Functions, Internal Audit, Budgeting, Pay Roll, Concurrence, MIS & Commercial aspects etc. both at the Corporate Centre and at Regional Headquarters of POWERGRID. As ED (Finance), he had played a pivotal role in the successful two Follow-on Public Offers of POWERGRID in 2010 and in 2013 as ED (Finance) and as Director (Finance), respectively. Before joining POWERGRID in 1991, he had worked in power major NTPC Ltd. project sites for around 10 years. He was appointed as a Director on our Board in May, 2011.
Directorship held in other Companies	1. Power Grid Corporation of India Limited 2. Powerlinks Transmission Company Ltd. 3. Parbati Koldam Transmission Company Ltd. 4. POWERGRID NM Transmission Ltd.
Membership / Chairmanship of Committees in other Companies	1. Parbati Koldam Transmission Company Limited – Chairman, Audit Committee 2. Power Grid Corporation of India Limited – Member of Shareholders' / Investors' Grievance Committee and various other Committees
No. of Shares held	01

II. Directors being appointed at the 6th AGM:

Name	Dr. K. Ramalingam (DIN: 00207932)
Date of Birth and Age	10/12/1948 / 66 years
Date of Appointment	29/01/2015
Qualification	M.Tech, Electrical Engineering, IIT, Chennai; Post Graduate Diploma in Management; Diploma in Labour Law and Administrative Law and Ph.D (Satellite Navigation).
Expertise in Specific Functional Area	Dr. K. Ramalingam started his career as Technical officer in DGCA in 1972 through Engineering Services. He has served more than 36 years in DGCA, National Airports Authority, Kochi International Airport Pvt. Ltd. and Airports Authority of India and retired as Chairman, AAI. He was on the Board of AAI for a period of more than 11 years and served as Member (Planning) and Chairperson. He has been on the Board of Indian Airlines, Hyderabad International Airport Ltd, Governing Council of Indira Gandhi Rastriya Udaan Academy, Airports Council International (ACI) Asia Pacific Region and governing Board member of ACI – the international body of Airports and member, executive committee, CANSO - the international body of Civil Air Navigation Service Providers. He possesses varied experience in planning, Engineering, Operations, Maintenance, Corporate Management, Project Management, Procurement and Contract Management, HR, Commercial and Finance. He was also a member of various Committees and Inter Ministerial Groups (IMG's) set up by the GoI for development of new Greenfield Airports, Airports in North East Region, Green field Airport policy, member - Future Aviation system (FANS) committee and Global Navigation satellites System (GNSS) panel of ICAO, etc. He was closely associated with the long term planning and implementation of Satellite based navigation system GAGAN - a joint venture project with ISRO. He was a member of various Indian delegations for attending meetings/conferences/workshop of ICAO, FAA, WARC, IATA, ACI, CANSO and presented a number of papers. He was appointed as Chairman of Maytas Infra Ltd. by the GoI in 2009 to revive the Company from financial crisis of Satyam.
Directorship held in other Companies	1. Power Grid Corporation of India Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL



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Form of Proxy

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No. / Client Id:

DP ID:

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:			
Or failing him				
3.	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 6th Annual General Meeting of the Company, to be held on Tuesday, the 15th September, 2015 at 4.30 p.m. at B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited financial statements for the year ended 31 st March, 2015 together with Report of the Board of Directors and Auditors thereon.		
2.	To take note of the payment of interim dividend and declare Final Dividend for the Financial Year 2014-15.		
3.	To appoint a Director in place of Shri R.T. Agarwal (DIN:01937329) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To fix the remuneration of the Statutory Auditors.		
Special Business			
5.	To appoint Dr. K. Ramalingam (DIN:00207932), as Director.		

Signed this..... day of..... 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue
Stamp of
₹ 1/-

Note: 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.