



एनटीपीसी-सेल पावर कम्पनी प्राइवेट लिमिटेड
(एनटीपीसी और सेल का संयुक्त उपक्रम)

NTPC-SAIL Power Company Private Limited
(A joint venture of NTPC & SAIL)

केन्द्रीय कार्यालय
Corporate Centre

NOTICE

Notice is hereby given that the 15th Annual General meeting of the members of NTPC-SAIL Power Company Private Limited will be held on Monday, June 30, 2014 at 1300 hrs in the Board Room, 4th floor, NBCC Tower, 15, Bhikaiji Cama Place, New Delhi-110 066.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the year ending 31st March 2014 together with the Directors' Report and Auditor's Report thereon.
2. To declare dividend for the financial year 2013-14.
3. To fix the remuneration of the Auditors of the Company as appointed by Comptroller & Auditor General of India and for this purpose, to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

"**RESOLVED** that the Board of directors be and are hereby authorized to decide and fix the remuneration payable to Statutory Auditors for the Financial Year 2014-15.

FURTHER RESOLVED that in addition to Audit Fee and Service Tax as applicable, Statutory Auditors be reimbursed reasonable out-of-pocket expenses as decided by the Board of Directors."

SPECIAL BUSINESS

1. To approve the remuneration of the Cost Auditors of the Company for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

" **RESOLVED** that pursuant to the provisions of Section 148 read with Companies (Cost Records and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of Rs.1,50,000 /- plus applicable service tax for the

year 2014-15 and reimbursement of travelling expenses & out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 Clause 15(J) of the Articles of Association of the Company be and is hereby altered and after alteration Clause 15(J) of the Articles of Association of the Company read as follows:

15(J) Neither the company itself nor the Board of Directors nor a committee thereof (whether at a Board Meeting or at a committee meeting or by a circular resolution or otherwise) nor its Chief Executive Officer (CEO), nor any other person purporting to act on behalf of the company shall take any action in respect of any of the following matters except upon the affirmative vote of the majority of the directors which majority shall include at least one director appointed by each of NTPC and SAIL.

- Any reconstruction, re-organization, merger, amalgamation or consolidation of the company with another entity.
- Sale of substantial assets of the company other than in the ordinary course of business;
- Any amendment to Memorandum of Association and / or Articles of Association of the company;
- Issues relating to Human Resource Management (HRM) having major impact on employees including those SAIL employees who become the employees of the company, in pursuance of the Deeds of Transfer and Assignment of business dated 7th March 2001 signed between SAIL and the company.
- Capital investment by the company beyond a value of Rs. 50(fifty) crore in any scheme.

RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all acts, matters and things as may be considered necessary or desirable to give effect to above-said resolution.”

3. BORROWING POWERS OF THE BOARD

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

"RESOLVED that pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and necessary compliance of guidelines for External Commercial Borrowing of the Reserve Bank of India, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof constituted for this purpose) to borrow, from time to time, any sum(s) of money (including non fund based facilities) whether rupee loan, foreign currency loan or other external commercial borrowings at their discretion for the purpose of the Business of the Company which together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business) exceed the aggregate of the paid-up share capital and free reserves of the Company provided that total amount so borrowed shall not at any time exceed ` 5,000 Crore (Rupees Five Thousand Crore only).

FURTHER RESOLVED that the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required for giving effect to aforesaid resolution."

4. CREATION OF CHARGES ON THE COMPANY'S ASSETS

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

"RESOLVED that pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof constituted for this purpose) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/Financial Institutions/Agents/Trustees by whatever name called for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings and /or issue of debentures to be availed from any of the aforesaid lenders on such terms and conditions as may be mutually agreed with the lender(s) subject to

the overall limits approved under Section 180(1)(c) of the Companies Act, 2013.”

5. To appoint Shri Ajit Kumar (DIN NO. 06518591) as director of the Company and if thought fit, to pass the following resolution as Ordinary Resolution with or without modification(s):

“**RESOLVED** that Shri Ajit Kumar (DIN NO. 06518591) who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on June 27, 2013, whose appointment became effective from July 1, 2013, and who holds office as such upto the date of 15th Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated June 1, 2014 has been received from a member of the Company (NTPC), along with Rupees One Lakh only, signifying its intention to propose Shri Ajit Kumar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all acts, matters and things as may be considered necessary or desirable to give effect to above-said resolution.”

6. To appoint Shri Yogesh Kumar Degan (DIN No. 06410029) as director of the Company and if thought fit, to pass the following resolution as Ordinary Resolution with or without modification(s):

“**RESOLVED** that Shri Yogesh Kumar Degan (DIN No. 06410029) who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on November 26, 2013, and who holds office as such upto the date of 15th Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated June 2, 2014 has been received from a member of the Company (SAIL), along with Rupees One Lakh only, signifying its intention to propose Shri Yogesh Kumar Degan as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

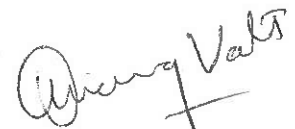
RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all acts, matters and things as may be considered necessary or desirable to give effect to above-said resolution.”

7. To appoint Shri Manjush Kanti Das (DIN No. 06746869) as director of the Company and if thought fit, to pass the following resolution as Ordinary Resolution with or without modification(s):
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“RESOLVED that Shri Manjush Kanti Das (DIN No. 06746869) who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on November 26, 2013, and who holds office as such upto the date of 15th Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated June 2, 2014 has been received from a member of the Company (SAIL), along with Rupees One Lakh, signifying its intention to propose Shri Manjush Kanti Das as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all acts, matters and things as may be considered necessary or desirable to give effect to above-said resolution.”

By order of the Board



UMANG VATS

Company Secretary

PAN: ACZPV1230C.

**Address: 67, Lodhi Estate,
New Delhi 110003**

Dated: June 30, 2014

Place: New Delhi

NOTES:

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO
 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

- 1.0 NSPCL comes under the purview of the Cost Accounting Records (Electricity Industry) Rules based on the order dated 2nd May, 2011, issued by the Ministry of Corporate Affairs. Hence, the cost accounting records of the Company are to be audited by a cost accountant or a firm of cost accountants, holding valid certificate of practice under provisions of Cost and Works Accountants Act, 1959 (23 of 1959).

Under section 148 (3) of the Companies Act 2013, the audit under sub section 2 shall be conducted by a Cost Accountant in practice who shall be appointment by the Board on such remuneration as may be determined by the members in such manner as may be prescribed.

Section 148 (5) of the Companies Act 2013, states that the qualifications, disqualifications, rights, duties and obligations applicable to auditors under this Chapter shall, so far as may be applicable, apply to a cost auditor appointed under this section and it shall be the duty of the company to give all assistance and facilities to the cost auditor appointed under this section for auditing the cost records of the company. Provided that the report on the audit of cost records shall be submitted by the cost accountant in practice to the Board of Directors of the Company.

M/s S.C. Mohanty & Associates, Cost Accountants, were appointed as Cost Auditors for the financial year 2013-14 at a fees of Rs. 1,50,000/- (excluding service tax), the audit of which is yet to be started. Since the Financial year 2014-15 is the second year only, for firm M/s S.C. Mohanty & Associates, Cost Accountants as Cost Auditors, the firm may be considered for appointment for Cost Auditor with keeping in view their acquaintance with our books and accounts.

- 2.0 The company is in the process of implementation of its capacity addition plans. Presently, activities for Expansion Project of 1x250MW Thermal Power Plant at NSPCL Rourkela and 2x20MW Thermal Power Plant at NSPCL Durgapur are in process. Many R&M schemes are also under the process of implementation in various plant of NSPCL.

In terms of the provisions of the Clause 15 (J) of the Articles of Association the Chief Executive Officer (CEO) cannot be delegated the powers for award of contract valuing more than Rs 10 Cr. Although the cost of the same works/ services/ materials has increased due to inflation in the market after formulations of the Article of Association of the company. As a result the award of various contracts valuing beyond Rs 10 Cr are now requiring approval from the Contract Subcommittee of the Board (up to Rs 25 Cr) and the Board (for more than Rs 25 Cr).

The matter was also deliberated in the 116th meeting of the Board held on August 23, 2013 wherein it was suggested to amend the said limits of Rs 10 Cr mentioned in Clause 15J of Article of Association so as to expedite the implementation activities in the company.

It has been observed that, the ED (CC&M), NTPC has been delegated the powers to award the contracts related to Projects up to the value of Rs 50 Cr and for others contracts up to the value of Rs 35 Cr.

As per Section 14 of the Companies Act, 2013, Company may alter its Article of Association on the authority of the special resolution passed by the Company therefore it has become necessary to seek your consent by way of Special Resolution to give effect to such provision.

The Board of Directors of the Company recommend the Special Resolution set out at Item No. 1 for your approval.

None of the Directors, Key Managerial Personnel and their relatives is/are interested in the resolution except as members of the company.

3.0 Section 180 of the Companies Act, 2013 had been made effective from 12th September, 2013 and Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 provide that consent of the Company by a special resolution is required inter- alia to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and to borrow money, where the money to be borrowed together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in ordinary course of business.

At present, the paid up share capital and reserves are amounting to ₹1534.99 Crore. The amount of Rupee Term Loan exceeds the aggregate of paid up share capital and free reserves of the Company. Hence, approval of the members by way of Special Resolution is required.

Further, the Ministry of Corporate Affairs, vide General Circular No. 04/2014 dated 25th March, 2014 clarified that resolution passed under section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to the limits prescribed) and/or creating of security on assets of the Company would be sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act. Hence, approval/fresh approval by way of special resolution would be required by 11th September, 2014.

As the project is under full swing and keeping in view the revision of cost and progress of project in future, it is proposed that overall ceiling of borrowing may be kept at up to ` 5,000 Crore.

The Board of Directors of the Company recommend the Special Resolutions set out at Item No. 2 & 3 for your approval.

None of the Directors, Key Managerial Personnel and their Relatives are in any way concerned or interested in the said resolutions.

- 4.0 Shri Ajit Kumar (DIN NO. 06518591) was appointed as an Additional Director, at the 114th meeting of the Board of Directors of the Company held on June 27, 2013, with effect from July 1, 2013 and in terms of Section 160 of the Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve his appointment as a Director in this meeting.

The Board of Directors of the Company recommend the Ordinary Resolution set out at Item No. 4 for your approval.

Except Shri Ajit Kumar, none of the Directors, Key Managerial Personnel and their relatives is/are interested in the resolution except as members of the company.

- 5.0 Shri Yogesh Kumar Degan (DIN No. 06410029) was appointed as an Additional Director, at the 119th meeting of the Board of Directors of the Company held on November 26, 2013 and in terms of Section 160 of the Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve his appointment as a Director in this meeting.

The Board of Directors of the Company recommend the Ordinary Resolution set out at Item No. 5 for your approval.

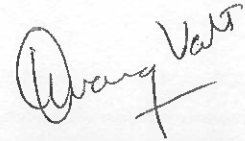
Except Shri Yogesh Kumar Degan , none of the Directors, Key Managerial Personnel and their relatives is/are interested in the resolution except as members of the company.

- 6.0 Shri Manjush Kanti Das(DIN No. 06746869) was appointed as an Additional Director, at the 119th meeting of the Board of Directors of the Company held on November 26, 2013 and in terms of Section 160 of the Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve his appointment as a Director in this meeting.

The Board of Directors of the Company recommend the Ordinary Resolution set out at Item No. 6 for your approval.

Except Shri Manjush Kanti Das, none of the Directors, Key Managerial Personnel and their relatives is/are interested in the resolution except as members of the company.

By order of the Board



Dated: June 30, 2014
Place: New Delhi

UMANG VATS
Company Secretary
PAN: ACZPV1230C.
Address: 67, Lodhi Estate,
New Delhi 110003

TO
ALL SHAREHOLDERS AND AUDITORS

PROXY FORM

CIN: U74899DL1999TC098274

NAME OF THE COMPANY: NTPC SAIL POWER COMPANY PRIVATE LIMITED
REGISTERED OF THE COMPANY: NBCC TOWER, 4th FLOOR, 15 BHIKAJI CAMA PLACE, NEW DELHI -110066

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: -----
Address:
E-mail Id:
Signature: ----- , or failing him

2. Name: -----
Address: -----
E-mail Id:
Signature:- ----- , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Monday, June 30, 2014 at 1300 Hrs, in the Conference Room , 4th Floor, NBCC Tower , 15th Bhikaji Cama Place New Delhi-110066 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
- 1 . -----
 - 2 . -----

Signed this ----- day of -----2014
Signature of shareholder
Signature of Proxy holders(s)

Affix Revenue Stamp

Note: 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.