



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**

CIN: U 74899DI 1999PTC098274

## NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General meeting of the members of NTPC-SAIL Power Company Private Limited will be held on September 19, 2016 at 1400hrs in the Board Room, 4<sup>th</sup> 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 31<sup>st</sup> March 2016 together with the Directors' Report and Auditor's Report thereon.
2. To declare dividend for the financial year 2015-16.
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 2016-17.

**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

4. To approve the remuneration of the Cost Auditors of the Company for the financial year ending March 31, 2017 and in this regard to

पंजीकृत कार्यालय; चतुर्थ तल, एनबीसीसी टावर, 15 भीकाजी कामा प्लेस, नई दिल्ली- 110066

Registered & Corporate Office: 4<sup>th</sup> Floor, NBCC Tower, 15, Bhikaiji Cama Place, New Delhi - 110066

Phone दूरभाष : 26717380, C&M 26717376 / 77 फेक्स Fax: 26717365.

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, 2017, be paid the remuneration of Rs.1,50,000 /- plus applicable service tax for the year 2016-17 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.”

## **5. 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, borrowing through issue of bonds, 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

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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."

6. To appoint Shri Mukesh Chand Jain (DIN NO. 00101601), Shri Sushil Kumar Mishra (DIN No. 07424681) and Shri Bhuneshwar Prasad Verma (DIN No. 07519407) as directors of the Company and if thought fit, to pass the following resolution as Ordinary Resolution with or without modification(s):

**RESOLVED** that Shri Mukesh Chand Jain (DIN NO. 00101601), Shri Sushil Kumar Mishra (DIN No. 07424681) and Shri Bhuneshwar Prasad Verma (DIN No. 07519407) be and are hereby appointed as Directors 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:** August 31, 2016

**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.

**Item no.4** NSPCL comes under the purview of the Companies (Cost Records and Audit) (Amendment) Rules, 2015, notified by the Govt. of India, Ministry of Corporate Affairs dated 12th June, 2015. 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 appointed 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 Jugal K. Puri & Associates, Cost Accountants, were appointed as Cost Auditors for the financial year 2016-17 at a fees of Rs. 1,50,000/- plus applicable service tax and reimbursement of travelling expenses & out of pocket expenses .

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

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

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**Item No. 5** Section 180 of the Companies Act, 2013 had been made effective from 12<sup>th</sup> 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 ₹1744 Crore. The amount of borrowings, outstanding and committed for R&M/Expansion projects, will exceed 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.

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 ₹ 5,000 Crore. Further, NSPCL proposes to include borrowings through bonds along with rupee loan, foreign currency loan or other external commercial borrowings in the total limit.

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

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

**Item No. 6** Shri Mukesh Chand Jain (DIN NO. 00101601) was appointed as an Nominee Director, at the 142<sup>nd</sup> meeting of the Board of Directors of the Company held on February 4, 2016, 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.

Shri Sushil Kumar Mishra (DIN No. 07424681) was appointed as an Additional Director, at the 142<sup>nd</sup> meeting of the Board of Directors of the Company held on February 4, 2016 and in terms of Section 160 of the Companies Act, 2013, he holds office till the conclusion of this

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Annual General Meeting. The shareholders are requested to approve his appointment as a Director in this meeting.

Shri Bhuneshwar Prasad Verma (DIN No. 07519407) was appointed as an Additional Director, at the 119<sup>th</sup> meeting of the Board of Directors of the Company held on June 9, 2016 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 Mukesh Chand Jain, Shri Sushil Kumar Mishra and Shri Bhuneshwar Prasad Verma 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:** August 31, 2016  
**Place:** New Delhi

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

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TO  
ALL SHAREHOLDERS AND AUDITORS

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**NTPC SAIL POWER COMPANY PRIVATE LIMITED**  
(CIN: U74899DL1999PTC098274)

**Form No. MGT-11**

**PROXY FORM**

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

CIN:	U74899DL1999PTC098274
Name of The Company:	NTPC SAIL Power Company Private Limited
Registered Office:	4 <sup>th</sup> Floor, NBCC Towers, 15, Bhikaiji Cama Place, New Delhi-66
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:		Or failing him	
	Signature:			
2.	Name:			
	Address:			
	E-mail Id:		Or failing him	
	Signature:			
3.	Name:			
	Address:			
	E-mail Id:		Or failing him	
	Signature:			

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 \_\_\_\_\_ at \_\_\_\_\_ at \_\_\_\_\_ and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of audited financial statements of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the FY 2015-16
3. Fixation of remuneration of Auditors
4. To approve the remuneration of the Cost Auditors
5. Borrowing powers of the board
6. Appointment of Shri M.C. Jain, Shri S.K. Mishra and Shri B.P Verma as Directors

Signed this..... day of..... 2016

Signature of shareholder :

Signature of Proxy holder(s) :

Affix Revenue Stamp
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**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.**