



एन टी पी सी - सेल पावर कम्पनी लिमिटेड
(एन टी पी सी - सेल का संयुक्त उद्यम)

केन्द्रीय कार्यालय
CORPORATE CENTRE

NTPC-SAIL POWER COMPANY LIMITED
(A Joint Venture of NTPC & SAIL)

NOTICE

Shorter Notice is hereby given that the 18th Annual General meeting of the members of NTPC-SAIL Power Company Limited will be held on Tuesday, July 18, 2017 at 1230hrs 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 2017 together with the Directors' Report and Auditor's Report thereon.
2. To confirm Interim Dividend paid during the Financial Year 2016-17.
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 2017-18.

RESOLVED FURTHER 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, 2018 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, 2018, be paid the remuneration of Rs.1,50,000/- plus applicable GST for the year 2017-18 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."

पंजीकृत केन्द्रीय कार्यालय : चतुर्थ तल, एनबीसीसी टावर, 15, भीकायजी कामा प्लेस, नई दिल्ली : 110066

दूरभाष / Tel: 011-26717378-79-80-82, 26172273/ Fax: 011-, 26717364, 26717365, 26717366, 26717381

Registered Corporate Office: 4th Floor, NBCC Tower, 15 Bhikaiji Cama Place, New Delhi-110066\

CIN NO. U74899DL1999PLC098274

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 subject to the approval of shareholders and 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 Board be and is hereby allowed 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 borrowed shall not at any time exceed Rs. 6500 Crore (Rupees Six thousand Five hundred crore only)

6. 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 subject to the approval of the shareholders and 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 Board be and is hereby allowed 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/bonds 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."

7. To appoint Shri Revti Raman (DIN NO. 07659763) 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 Revti Raman (DIN NO. 07659763) who was appointed as an **Nominee Director** of the company in the meeting of the Board of Directors held on December 2, 2016 and who holds office as such upto the date of 18th Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated July 7, 2017 has been received from a member of the Company (NTPC), signifying its intention to propose Shri Revti Raman (DIN NO. 07659763) 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."

8. To appoint Shri Anuj Kumar Mathur (DIN NO. 07751410) 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 Anuj Kumar Mathur (DIN NO. 07751410) who was appointed as an **Nominee Director** of the company in the meeting of the Board of Directors held on March 1, 2017 and who holds office as such upto the date of 18th Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated July 7, 2017 has been received from a member of the Company (SAIL), signifying its intention to propose Shri Anuj Kumar Mathur (DIN NO. 07751410) 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.”

9. To appoint Shri Ram Gopal (DIN No. 07853935) 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 Ram Gopal (DIN No. 07853935) who was appointed as an Nominee Director of the company in the meeting of the Board of Directors held on June 20, 2017, and who holds office as such upto the date of 18th Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated July 7, 2017 has been received from a member of the Company (SAIL), signifying its intention to propose Shri Ram Gopal (DIN No. 07853935) 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.

**Add: 4th Floor, NBCC Towers ,
15, Bhikaiji Cama Place,
New Delhi 110003**

Dated: July 18, 2017

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 MAY APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.** THE INSTRUMENT OF APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE THE MEETING SHALL BE CONVENED AT A SHORTER NOTICE, AFTER OBTAINING THE CONSENT, IN WRITING, OF MORE THAN 95% OF THE MEMBERS OF THE COMPANY, PURSUANT TO THE PROVISIONS OF SECTION 101 OF THE ACT.

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

Item No. 4 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.

Item No. 5 & 6 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 ₹1973.51 Crore. The amount of Rupee Term Loan which the company is planning to raise is likely to increase 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 **₹6,500 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.

Item No. 7 Shri Revti Raman (DIN NO. 07659763) was appointed as Nominee Director, at the 149th meeting of the Board of Directors of the Company held on December 2, 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. 7 for your approval.

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

Item No. 8 Shri Anuj Kumar Mathur (DIN NO. 07751410) was appointed as an Nominee Director, at the 151st meeting of the Board of Directors of the Company held on March 1, 2017 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. 8 for your approval.

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

Item No. 9 Shri Ram Gopal (DIN No. 07853935) was appointed as an Nominee Director, at the 155th meeting of the Board of Directors of the Company held on June 20, 2017 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 Ram Gopal (DIN No. 07853935), none of the Directors, Key Managerial Personnel and their relatives is/are interested in the resolution except as members of the company.

Dated: July 18, 2017

Place: New Delhi

By order of the Board



UMANG VATS

Company Secretary

PAN: ACZPV1230C.

Add: 4th Floor, NBCC Towers,

15, Bhikaiji Cama Place,

New Delhi 110003

TO

ALL SHAREHOLDERS AND AUDITORS

NTPC SAIL POWER COMPANY LIMITED
(CIN: U74899DL1999PLC098274)

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 Limited
Registered Office:	4 th Floor, NBCC Towers, 15, Bhikaji 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.

- Adoption of audited financial statements of the Company for the year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
- To confirm Interim Dividend paid during the financial year 2016-17
- Fixation of remuneration of Auditors
- To approve the remuneration of the Cost Auditors
- To Increase the borrowing power of the Board
- To create charge on the Company's Assets
- To Appoint Shri Revti Raman as director
- To appoint Shri A.K. Mathur as Director
- To Appoint Shri Ram Gopal as Director

Affix Revenue Stamp

Signed this..... day of..... 2017

Signature of shareholder : _____
Signature of Proxy holder(s) : _____

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.