



## NOTICE

SHORTER NOTICE is hereby given that the **21<sup>st</sup> Annual General Meeting** of the Members of NTPC-SAIL Power Company Limited will be held on **Tuesday, September 15, 2020, at 1600 hrs.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ending 31<sup>st</sup> March 2020 together with the Directors' Report and Auditor's Report thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2019-20.
3. To fix the remuneration of the Statutory 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 2020-21.

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

4. To appoint a Director in place of Shri Tej Veer Singh (DIN: 06424792), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Ms. Alka Saigal (DIN: 08204792), who retires by rotation and being eligible offers herself for re-appointment.

### SPECIAL BUSINESS

6. To ratify the remuneration of the Cost Auditors of the Company for the financial year ending March 31, 2021, 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** the remuneration and Goods and Service Tax payable to Cost Auditors for the Financial Year 2020-21 as authorized by Board of Directors be and is hereby ratified.



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**RESOLVED FURTHER THAT** out-of-pocket expenses payable to Cost Auditors for the Financial Year 2020-21 as authorized by Board of Directors be and is hereby ratified.”

7. To appoint Shri Dillip Kumar Patel (DIN: 08695490) 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 Dillip Kumar Patel (DIN: 08695490) who was appointed as an **Additional Director** of the Company through a resolution passed by circulation on April 28, 2020, by the Board of Directors and who holds office as such up to the date of 21<sup>st</sup> Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated August 31, 2020, has been received from Ms. Nandini Sarkar, signifying her intention to propose Shri Dillip Kumar Patel as a candidate for the office of Director of the Company, be and is hereby appointed as Nominee 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 the above-said resolution.”

8. To appoint Shri A.K. Bhatta, (DIN: 08603432) 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 A.K. Bhatta, (DIN: 08603432) who was appointed as an **Additional Director** of the Company in the meeting of the Board of Directors held on October 22, 2019, and whose appointment comes into effect from the date of allotment of DIN i.e November 5, 2019, and who holds office as such up to the date of 21<sup>st</sup> Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated August 31, 2020, has been received from Shri M. B. Balakrishnan, signifying his intention to propose Shri A.K. Bhatta as a candidate for the office of Director of the Company, be and is hereby appointed as a Nominee 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 the above-said resolution.”

9. To appoint Dr. A.K.Panda, (DIN: 08532039) as Director of the Company and if thought fit, to pass the following resolution as **Ordinary Resolution** with or without modification(s):

“**RESOLVED THAT** Dr. A.K.Panda, (DIN: 08532039) who was appointed as an **Additional Director** of the Company through a resolution passed by circulation on September 20, 2019, by the Board of Directors and who holds office as such up to the date of 21<sup>st</sup> Annual General Meeting and in respect of whom, pursuant to Section 160



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of the Companies Act, 2013 notice dated August 31, 2020, has been received from Shri M. B. Balakrishnan, signifying his intention to propose Dr. A.K.Panda as a candidate for the office of Director of the Company, be and is hereby appointed as Nominee 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 the above-said resolution.”

10. To approve and take note of related party transactions and if thought fit, to pass the following resolution as **Ordinary Resolution** with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, the consent of the shareholders of the Company be and is hereby accorded to related party transactions with the NTPC and SAIL.

**RESOLVED FURTHER THAT** the transactions already undertaken with related parties viz NTPC and SAIL, as detailed below, be and are hereby noted and ratified.

Name of Related Party	Nature of Transaction	Amount (in Lakhs) for 2019-20
NTPC	1. Works/Services for services received by the Company.	1201.44
	2. Dividend Paid	5000.00
	3. Training	35.68
	<b>4. Total</b>	<b>6237.12</b>
SAIL	1. Purchase/sale of goods	210.77
	2. Sale of Energy	246564.17
	3. Works/Services for services received by the Company	76.24
	4. Dividend Paid	5000.00
	5. Others (Incl Rebate, Water Charges, Electricity Duty etc.)	10504.93
	<b>6. Total</b>	<b>262356.11</b>



एन टीपीसी-सेलपावरकम्पनी लिमिटेड  
(एन टीपीसी-सेलकासंयुक्तउद्यम)

केन्द्रीय कार्यालय  
CORPORATE CENTRE

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**RESOLVED FURTHER THAT** Board of Directors of the Company be and is/are hereby authorized to take necessary actions and complete all the legal formalities related thereto.

*By order of the Board*

Dated: 15/09/2020  
Place: New Delhi

**Dimpy Trikha**  
**Company Secretary**  
Add: 4<sup>th</sup> Floor, NBCC  
Towers, 15, Bhikaiji Cama  
Place, New Delhi 110003

**NOTES:**

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.
2. In view of Covid-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020, read together with circulars dated April 8, 2020, and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') the AGM of the Company is being held through VC / OAVM. This AGM shall be deemed to be held at the Registered Office of the Company.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members can attend the AGM through VC/OAVM and cast their votes.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



6. The meeting is being 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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through a link on their registered email id.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

- Item No. 6 NSPCL comes under the purview of the Cost Accounting Records (Electricity Industry) Rules based on the order dated 2<sup>nd</sup> 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 a 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.



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M/s Mandal Mukherjee Datta & Associates, through their letter dated 16.07.2020 accepted the proposal to conduct cost audit of NSPCL at a fee of ₹1,87,500/- plus applicable Goods & Service Tax and reimbursement of travelling & out of pocket expenses as per entitlement and the same has been approved in the 185<sup>th</sup> Meeting of the Board of Directors dated 24<sup>th</sup> July 2020.

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

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

- Item No. 7 Shri Dillip Kumar Patel (DIN: 08695490) was appointed as Additional Director, through a resolution passed by circulation on April 28, 2020, by the Board of Directors, moreover, 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 Nominee Director in this meeting.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 7 for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Dillip Kumar Patel, is in any way, concerned or interested, financially or otherwise, in the resolution.

- Item No. 8 Shri A.K. Bhatta, (DIN: 08603432) was appointed as an Additional Director, in the 180<sup>th</sup> meeting of the Board of Directors of the Company held on October 22, 2019, whose appointment comes into effect from the date of allotment of DIN i.e November 5, 2019. 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 Nominee Director in this meeting.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 8 for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri A.K.Bhatta, is in any way, concerned or interested, financially or otherwise, in the resolution.

- Item No. 9 Dr. A.K.Panda, (DIN: 08532039) was appointed as an Additional Director, through a resolution passed by circulation on September 20, 2019, by the Board of Directors 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 recommends the Ordinary Resolution set out at Item No. 9 for your approval.



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None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. A.K.Panda, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 10 The Companies Amendment Act, 2017, has amended the existing definition of relative under Section 2 (76) of the Companies Act, 2013 vide notification dated 9th February 2018. By virtue of the said amendment our promoter Companies NTPC and SAIL being the investing Company/joint venture partners have fallen under the purview of the definition of relative and become the "Related Party" of the Company for undertaking transactions under Section 188 of the Companies Act, 2013.

Technically, the Company is not required to obtain approval of Board and Shareholders for entering into any transactions with NTPC and SAIL. But for adherence to good Corporate Governance and to exercise abundant caution the Company wishes to obtain approval of the shareholders of the Company.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 10 for your approval.

None of the Directors, Key Managerial Personnel and their relatives is/are interested in the resolution except to the extent of their shareholding in the Company.

Dated: 15/09/2020  
Place: New Delhi

By order of the Board

**Dimpy Trikha**  
**Company Secretary**  
Add: 4<sup>th</sup> Floor, NBCC Towers,  
15, Bhikaiji Cama Place,  
New Delhi 110003.