



NOTICE

SHORTER NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of NTPC-SAIL Power Company Limited will be held on **Tuesday, July 27, 2021, at 1100 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 31st March 2021 together with the Directors’ Report and Auditor’s Report thereon. And if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2021 and Balance Sheet as on that date together with the Reports of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. To confirm payment of interim dividend and declare a final dividend for the year 2020-21. And if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolutions:

“RESOLVED THAT an interim dividend of Rs 1.53 per share i.e. 15.30 % of the paid-up equity share capital of the company amounting to Rs.150 crore (subject to deduction of TDS at the applicable rate) paid on February 05, 2021, with the approval of the Board, be and is hereby confirmed.

FURTHER RESOLVED THAT the Final dividend of Rs. 0.51 per share i.e. @ 5.10 % of the paid-up equity share capital of the company amounting to Rs.50 crore (subject to deduction of TDS at the applicable rate) as recommended by the Board be and is hereby approved.”

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 resolutions with or without modification(s) as an Ordinary Resolutions:

“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 2021-22.

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.”



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4. To appoint a Director in place of Shri Adesh (DIN: 08343417), who retires by rotation and being eligible offers himself for re-appointment. Members are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Shareholders be and is hereby accorded, for inclusion of the matter of re-appointment of Shri Adesh (DIN: 08343417) Director of the Company, who would be retiring by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.”

5. To appoint a Director in place of Shri Ashok Kumar Panda (DIN:08532039), who retires by rotation and being eligible offers himself for re-appointment. Members are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Shareholders be and is hereby accorded, for inclusion of the matter of re-appointment of Shri Ashok Kumar Panda (DIN:08532039) Director of the Company, who would be retiring by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.”

SPECIAL BUSINESS

6. To appoint Shri Prabir Kumar Sarkar (DIN: 09045900) as Nominee Director of the Company. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolutions:

“RESOLVED THAT Shri Prabir Kumar Sarkar, (DIN: 09045900) who was appointed as an **Additional Director** of the Company in the meeting of the Board of Directors held on January 23, 2021, and whose appointment comes into effect from the date of allotment of DIN i.e January 29, 2021, and who holds office as such up to the date of 22nd Annual General Meeting and in respect of whom, pursuant to Section 160 of the Companies Act, 2013 notice dated July 08, 2021, has been received from Shri M. B. Balakrishnan, Authorised representative, SAIL signifying his intention to propose Shri Prabir Kumar Sarkar 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



एन टीपीसी-सेलपावरकम्पनी लिमिटेड
(एन टीपीसी-सेलकासंयुक्तउद्यम)

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केन्द्रीय कार्यालय
CORPORATE CENTRE

may be considered necessary or desirable to give effect to the above-said resolution.

By order of the Board

Dated: 27.07.2021
Place: New Delhi

s/d
Dimpy Trikha
Company Secretary
Add: 4th 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 the Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021, read together with circulars dated May 5, 2020, 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.



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6. The meeting is being convened at 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. Shareholders 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 the Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops 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 Shri Prabir Kumar Sarkar (DIN: 09045900) was appointed as Additional Director, in the 188th meeting of the Board of Directors held on January 23, 2021, and whose appointment comes into effect from the date of allotment of DIN i.e January 29, 2021. 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. 6 for your approval.

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

By order of the Board

Dated: 27.07.2021
Place: New Delhi

s/d
Dimpy Trikha
Company Secretary
Add: 4th Floor, NBCC Towers,
15, Bhikaiji Cama Place,
New Delhi 110003.