



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 14th Annual General meeting of the members of NTPC-SAIL Power Company Private Limited will be held on Thursday, June 27, 2013 at 1200 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 Profit & Loss Account of the company for the financial year ended on 31 March, 2013 and Balance Sheet as on that date together with the Directors' Report and Auditor's Report thereon.
2. To declare dividend for the year 2012-13.
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 2013-14.

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 consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution. :

RESOLVED that pursuant to Section 94 read with Sections 16 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be increased from Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores only) to Rs. 50,00,00,00,000/- (Rupees Five Thousand Crores only) divided into 500,00,00,000/- (Five Hundred crores) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substitution of following new Clause V namely: :

"The Authorized Share Capital of the Company is Rs. 50,00,00,00,000/- /- (Rupees Five Thousand Crores only) divided into 500,00,00,000/- (Five Hundred Crores) Equity Shares of Rs. 10/-(Rs. Ten only) each."

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 resolutions:

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 31 of the Companies Act, 1956 and any other law for the time being in force the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substitution of new Article 4 namely:

"The Authorized Share Capital of the Company is Rs. 50,00,00,00,000/- (Rupees Five Thousand Crores only) divided into 5,00,00,00,000/- (Five Hundred crores) Equity Shares of Rs. 10/- (Rs. Ten only) each. The minimum paid-up share capital shall be Rs. 5 lakh only."

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 resolutions.

3. To appoint Shri Tej Veer Singh, as director of the Company and if thought fit, to pass the following resolution with or without modification(s):

"**RESOLVED** that Shri Tej Veer Singh, who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on October 19, 2012 and who holds office as such upto the date of 14th Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from SAIL signifying its intention to propose Shri Tej Veer Singh as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company."

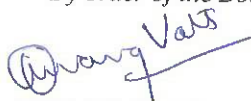
4. To appoint Shri R. Bhargava, as director of the Company and if thought fit, to pass the following resolution with or without modification(s):

"**RESOLVED** that Shri R. Bhargava, who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on December 31, 2012 and who holds office as such upto the date of 14th Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from SAIL signifying its intention to propose Shri R. Bhargava as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company."

5. To appoint Shri Manas Sarkar, as director of the Company and if thought fit, to pass the following resolution with or without modification(s):

"**RESOLVED** that Shri Manas Sarkar, who was appointed as an Additional Director of the company in the meeting of the Board of Directors held on June 27, 2013 and who holds office as such upto the date of 14th Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from NTPC signifying its intention to propose Shri Manas Sarkar as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company."

Dated: JUNE 27, 2013
Place: New Delhi

By order of the Board

UMANG VATS
Company Secretary

NOTES:

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 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
3. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.

1. Keeping in view the expansion plans of the company specially with regard to Jagdishpur, Bhilai and Rourkela, it is estimated that the investment requirement would be around Rs.7000-8000 crore. The equity requirement for this investment works out to Rs. 2400 crore (30% of Rs.8000 crore). It is pertinent to mention here that the present authorized share capital may not be sufficient for the ongoing and future proposed expansion plans of the Company. Therefore, it would be prudent to increase the Authorised Capital to Rs. 4000 Crore. Further, the Cabinet approved the introduction of "Maharatna" category for Central Public Sector Enterprises (CPSE'S). As per the enhanced powers given to the Maharatna Company, the Company can make equity investment in any joint ventures subject to a ceiling of 15% of the net worth of the concerned CPSE in one project, limited to an absolute ceiling of Rs.5,000 crore (Rs.1000 crore for Navratna CPSEs). No stamp duty and ROC fee is required to be paid for increase in Authorised Capital as the maximum stamp duty and fee in the bracket has already been paid when the Authorised capital was increased from Rs. 530 to Rs. 2000 crores

Board recommends the passing of the above resolution. None of the Directors is interested in the above resolution.

The Board of Directors at their 107th meeting held on November 19, 2012 has decided to increase Authorised Capital of the Company..

The increase in the Authorised Share Capital of the Company requires the approval of the Shareholders of the Company by passing Ordinary Resolution.

Consequently Clause V of the Memorandum of Association shall also be substituted with the amendment moved in the resolution submitted herewith for approval of the shareholders.

The Board recommends the adoption of the resolution as an Ordinary Resolution.

None of the Directors is interested in the above resolution.

2. The Board of Directors at their 107th meeting held on November 19, 2012 has decided to increase Authorised Capital of the Company. For giving effect to above-said resolutions Company has to amend Articles of Association by replacing the existing Article 4 of the Articles of Association of the Company by above said new Article 4.

As per Section 31 of the Companies Act, 1956, 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.

Board recommends the passing of the above resolution as Special Resolution.

None of the Directors is interested in the above resolution.

3. SAIL through its letter dated September 13, 2012 has nominated Shri Tej Veer Singh, ED (P&E), SAIL as director. Accordingly, Shri Tej Veer Singh was appointed as a Director at the 106th meeting of the Board of Directors held on October 19, 2012 and in terms of applicable provisions of the Companies Act, 1956, 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.

Board recommends the passing of the above resolution. None of the Directors other than Shri Tej Veer Singh, to the extent of his appointment as Director, is interested in the above resolution.

4. SAIL through its letter dated December 19, 2012 has nominated Shri R. Bhargava, ED, BPSCL as director. Accordingly, Shri R Bhargava was appointed as a Director at the 109th meeting of the Board of Directors held on December 31, 2012 and in terms of applicable provisions of the Companies Act, 1956, 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.

Board recommends the passing of the above resolution. None of the Directors other than Shri R Bhargava, to the extent of his appointment as Director, is interested in the above resolution

5. NTPC through its letter dated June 24, 2013 has nominated Shri Manas Sarkar, MD, RGPPL as director. Accordingly, Shri Manas Sarkar was appointed as a Director at the 114th meeting of the Board of Directors held on June 27, 2017 and in terms of applicable provisions of the Companies Act, 1956, 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.

Board recommends the passing of the above resolution. None of the Directors other than Shri Manas Sarkar, to the extent of his appointment as Director, is interested in the above resolution

TO

ALL SHAREHOLDERS AND AUDITORS



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

PROXY FORM

I / We of in the
district of

.....
(Write Full Address)
hereby appoint of

.....
(Write Full Address)
or failing him

of
(Write Full Address)
as my proxy to attend and to vote for me and on my behalf at the Annual General Meeting of the
Company to be held on June 27, 2013 and at any adjournment thereof.

Signed this day of 2013
Signature(s)
Ledger Folio/ DO ID & Client ID No.
No. of Shares held

