



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 74899DL1999PTC098274

p/c

NOTICE

Notice is hereby given that the 16th Annual General meeting of the members of NTPC-SAIL Power Company Private Limited will be held on September 23, 2015 at 1200 hrs in the Board Room, 4th floor, NBCC Tower, 15, Bhikaji Cama Place, New Delhi- 110 066.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the year ending 31st March 2015 together with the Directors' Report and Auditor's Report thereon.
2. To declare dividend for the financial year 2014-15.
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 2015-16.

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 approve the remuneration of the Cost Auditors of the Company for the financial year ending March 31, 2016 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, 2016, be paid the remuneration of Rs.1,50,000 /- plus applicable service tax for the

year 2015-16 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."

By order of the Board



UMANG VATS
Company Secretary
PAN: ACZPV1230C.
Address: 67, Lodhi Estate,
New Delhi 11000

Dated: 24/8/15
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

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

- 1.0 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).

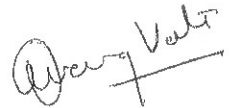
Under section 148 (3) of the Companies Act 2013, the audit under sub section 2 shall be conducted by a Cost Accountant in practice who shall be appointment by the Board on such remuneration as may be determined by the members in such manner as may be prescribed.

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.

M/s S.C. Mohanty & Associates, Cost Accountants, were appointed as Cost Auditors for the financial year 2014-15 at a fees of Rs. 1,50,000/- (excluding service tax), the audit for the F.Y. 2014-15 has been conducted. Since the Financial year 2015-16 is the third year only, for the firm M/s S.C. Mohanty & Associates, Cost Accountants as Cost Auditors; the firm may be considered for appointment for Cost Auditor with keeping in view their acquaintance with our books and accounts.

By order of the Board



Dated: 24/8/15
Place: New Delhi

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

TO
ALL SHAREHOLDERS AND AUDITORS

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 th 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, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the FY 2014-15
3. Fixation of remuneration of Auditors
4. To approve the remuneration of the Cost Auditors

Signed this..... day of..... 2015

Signature of shareholder : _____

<p>Affix Revenue Stamp</p>

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.