

**TALWANDI SABO POWER LIMITED
NOTICE – 10TH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF TALWANDI SABO POWER LIMITED WILL BE HELD ON FRIDAY, 23RD DAY OF JUNE, 2017 AT 11:30 A.M., AT VILLAGE BANAWALA, MANSA – TALWANDI SABO ROAD, DIST. MANSA, PUNJAB – 151302, INDIA, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2017, together with the Reports of the Board of Directors and the Auditors thereon.

2. TO RE-APPOINT MR. MANSOOR SIDDIQI (DIN: 01256089) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mansoor Siddiqi (DIN: 01256089), who retires by rotation, being eligible for re-appointment and offers himself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company.”

“FURTHER RESOLVED THAT Company Secretary / Chief Financial Officer of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions along with filing of necessary E-form with the Registrar of Companies.”

3. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS AND FIX THEIR REMUNERATION.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 read with Section 177 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2013, the approval of the Members of the Company, be and is hereby accorded for ratification of appointment of M/s S. R. Batliboi & Co. LLP, as Statutory Auditors of the Company from the conclusion of the 10th Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company to be held for the FY 2017-2018, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as recommended by Audit Committee of the Company and the Board of Directors of the Company.”

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“FURTHER RESOLVED THAT Company Secretary / Chief Financial Officer of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions along with filing of necessary E-form with the Registrar of Companies.”

SPECIAL BUSINESS:

4. TO APPOINT MR. CHHAVI NATH SINGH AS MANAGER OF THE COMPANY.

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and approval of the Board in its Meeting held on 25th April, 2017, the approval of the Shareholders of the Company, be and is hereby accorded for appointment of Mr. Chhavi Nath Singh as Manager of the Company for a period of one year, with effect from 25th April, 2017, on such terms and conditions including remuneration as decide by the Board on recommendation made by the Nomination and Remuneration Committee of the Company.”

“FURTHER RESOLVED THAT Company Secretary / Chief Financial Officer of the company, be and are hereby authorized, jointly and severally to do all such acts, deeds and things which are necessary to give effect to the aforesaid appointment including but not limited to filing of necessary e-forms with Registrar of Companies.”

5. TO RATIFY REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR 2017-2018.

To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in

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force) and in accordance with recommendation of Audit Committee and approval of the Board in their respective Meetings held on 25th April, 2017, the approval of the Shareholders of the Company, be and is hereby accorded to ratify remuneration of M/s R J Goyal & Company, Practicing Cost Accountant (Registration No. 000489), as Cost Auditor of the Company, amounting to Rs. 100,000/- (Rupees One Lac Only) plus taxes as applicable and out of pocket expenses that may be incurred, for the financial year 2017-2018.”

“**FURTHERRESOLVED THAT** Company Secretary / Chief Financial Officer of the Company, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions along with filing of necessary E-form with the Registrar of Companies.”

By order of the Board

Date: 25th April, 2017

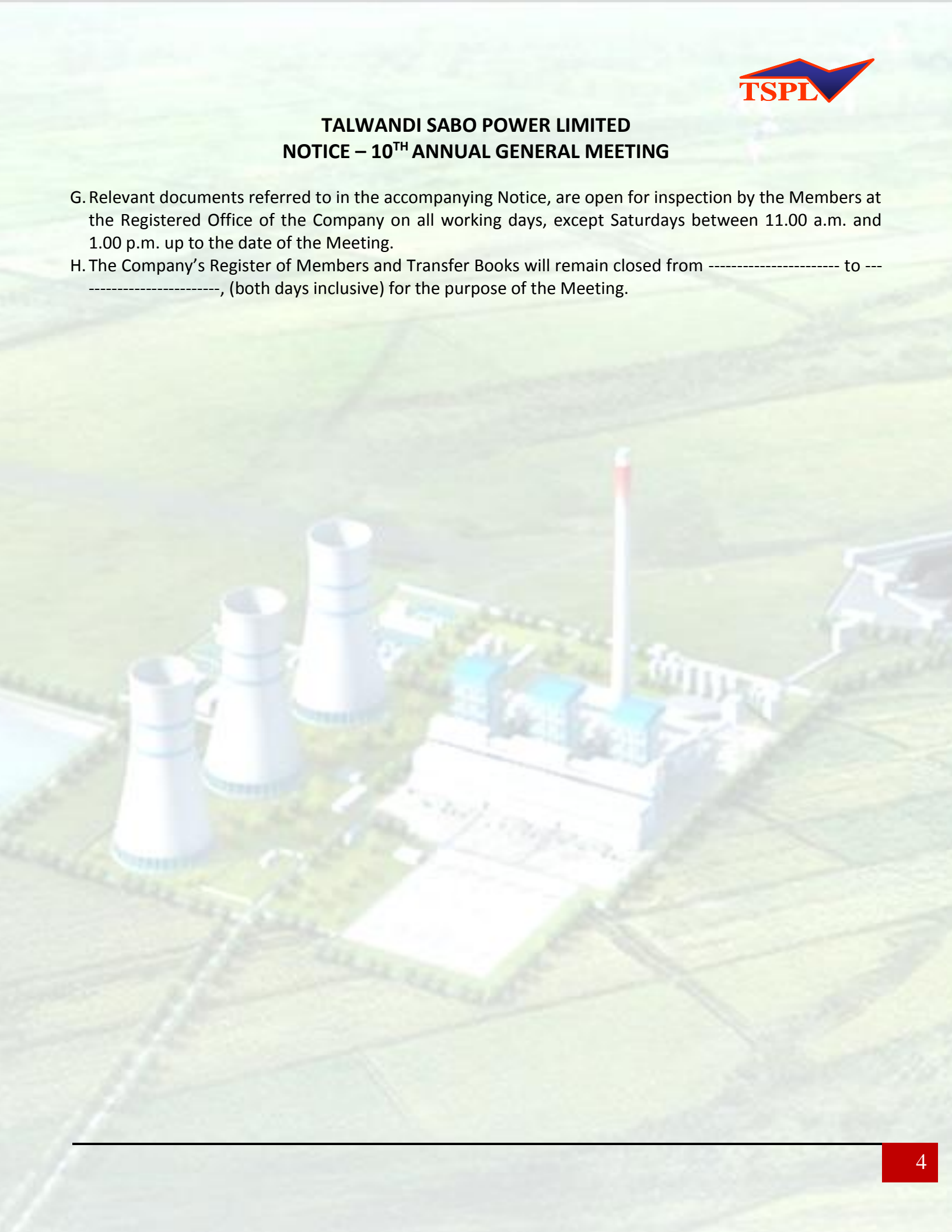
Sd/-
Amit Agarwal
Chief Financial Officer

NOTES:

- A. The relative Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, in regard to the business as set out in Item No. 4 & 5, above is annexed hereto.
- B. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- C. Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. The form for appointment of Proxy is enclosed herein below as Form MGT-11.
- D. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- E. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- F. The Notice of the 10th Annual General Meeting along with the Annual Report 2016-2017 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same.

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- G. Relevant documents referred to in the accompanying Notice, are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
- H. The Company's Register of Members and Transfer Books will remain closed from ----- to -----, (both days inclusive) for the purpose of the Meeting.





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**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

Corporate Identification Number: L40101PB2007PLC031035

Name of the Company: TALWANDI SABO POWER LIMITED

Registered Office: VILLAGE BANAWALA, TALWANDI SABO ROAD, DIST. MANSA, PUNJAB - 151302

| |
|--|
| Name of the member(s): Registered address: Folio No. / Client ID: E-mail ID: |
|--|

I/We, being the member(s) ofshares of the above named company, hereby appoint

1. Name:.....**E-mail ID:**
Address:.....
**Signature:**..... , or failing him

2. Name:.....**E-mail ID:**.....
Address:.....
 **Signature:**

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 10th Annual General Meeting of the Company, to be held on the 23rd day of June, 2017, at 11:30 A.M. at registered office of the Company: Village Banawala, Mansa - Talwandi Sabo Road, Mansa, Punjab – 151302 and at any adjournment (if any) thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | For | Against |
|----------------|---|--------------------------|--------------------------|
| 1. | Adoption of audited financial statements and Auditors and Directors Report for the financial ended on 31 st March, 2017. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To re-appoint Mr. Mansoor Siddiqi as Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Ratification of appointment of M/s S.R. Batliboi as the Statutory Auditors of the Company and fix their remuneration for the financial year 2017-2018 | <input type="checkbox"/> | <input type="checkbox"/> |

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| | | | |
|----|---|--------------------------|--------------------------|
| 4. | To appoint Mr. Chhavi Nath Singh as the Manager of the Company | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | To ratify remuneration of M/s R J Goyal & Co. as Cost Auditors of the Company for the financial year 2017-2018. | <input type="checkbox"/> | <input type="checkbox"/> |

**Please tick (✓) on the resolution for which proxy is being entitled.*

Signed this..... Day of..... 2017.

Signature of Shareholder.....

Signature of Proxy holder(s).....

**Affix
Revenue
Stamp**

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.

➤ Please fill the form in Capital Letters.

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EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act 2013)

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Annual General Meeting Notice dated 23rd June, 2017:

Item No. 4: To appoint Mr. Chhavi Nath Singh as Manager of the Company.

Mr. Chhavi Nath Singh was appointed as Manager of the Company, by the Board of Directors of the Company in its meeting held on 25th April, 2017, which is subject to the approval of the Members of the Company.

The terms and condition of appointment of Mr. Chhavi Nath Singh as Manager of the Company are as follows:

1. TERMS OF EMPLOYMENT:

- i. He will superannuate from the service of the company at the age of 58 years.
- ii. While in the employment of the Company, he shall not engage, whether directly or indirectly, in any trade or business or undertake any other employment with or without any commercial gain. And also not use Company's resources for other commercial activities or for personal gain. Breach of this condition shall lead to immediate termination of his employment by the Company without any notice or compensation.
- iii. It is enjoined upon him to comply with all policies and professional standards of the Company (as may be amended from time to time), including but not limited to Occupational Health or Safety Policies, Business Ethics Policy, Code of Conduct and shall perform the services in a professional manner.
- iv. He acknowledge and agree that during his employment with the Company, he may be assigned, transferred or deputed to offices, departments or units of the Company, whether in India or abroad.
- v. He may be required to travel, whether in India or overseas, in connection with his employment with the Company upon short notice to him for which he will be reimbursed travel expenses as per the Company policy applicable to him.
- vi. He shall be governed by the service Rules & Regulations and policies of the Company that are in force or will be introduced and /or modified from time to time. Any amendment or modification thereto shall be binding on him.

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2. REMUNERATION AND PERQUISITES:-

The Company shall pay to the Manager during the continuance of employment in consideration of the performance of his duties:-

- (i) Remuneration may be of Rs. 1.85 Crores w.e.f. 25th April, 2017, which may be reviewed, after recommendation of Nomination and Remuneration Committee of the Company, by the Board and/or Shareholders / Member(s) whenever required, subject to a limit as prescribed under Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification and re-enactment thereof for the time being in force.
- (ii) Reimbursement of expenses incurred by him on account of business of the Company in accordance with the internal employment policy(s) of the Company.
- (iii) Reimbursement of expenses reasonably incurred by him in accordance with the rules and internal employment policy(s) of the Company.
- (iv) The Manager shall be entitled to such increment from time to time as the Board subject to approval of Shareholders/Members of the Company whenever required may by its discretion determine.

3. AMENDMENT: -

The terms and conditions of employment may be amended only by consent of Board and/or Shareholders/Members of the Company whenever required under applicable provisions of Companies Act, 2013.

4. COVENANTS:-

- a. *Confidential Information:* - The Manager needs to maintain the strict confidentiality of all Confidential Information during the term and thereafter. This provision shall survive the termination of this employment indefinitely.
- b. *Return of Property:* - Upon termination for any reason, he shall return to the Company any and all property(s) of the company, documents and computer disks, whether in original or copies thereof, which are the Company's property or in any way related to Company's business and which are under his direct or indirect control, including any property which may have been furnished to him such as portable computers etc.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

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Item No. 5: To ratify the remuneration of the M/s R J Goyal & Co. as Cost Auditor of the Company for the financial year 2017-2018.

Pursuant to the provision of Section 148 of the Companies Act, 2013, the Company is required to appoint a Cost Auditor for the financial year 2017-2018. Accordingly, on recommendation of Audit Committee in its Meeting held on 25th April, 2017, the Board of Directors of the Company has appointed M/s R J Goyal & Co. as Cost Auditor of the Company for the Financial Year 2017-18.

Further, pursuant to Rule 14 of Companies (Audit & Auditors) Rules, 2014, the Remuneration of Cost Auditor is required to be ratified by Member of the Company. Accordingly, Members are hereby requested to ratify the remuneration as recommended by Audit Committee and approved by the Board of Directors at its Meeting held on 25th April, 2017.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.



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TALWANDI SABO POWER LIMITED

CIN: L40101PB2007PLC031035

**REGD. OFFICE: VILLAGE BANAWALA, MANSA – TALWANDI SABO ROAD, DIST. MANSA, PUNJAB – 151302,
INDIA**

TEL: 91-1659-248000, TELEFAX: 01659-248083, WEBSITE: www.tsplindia.co

Attendance Slip

**10TH ANNUAL GENERAL MEETING ON FRIDAY, 23RD JUNE, 2017 AT 11:30 A.M. AT VILLAGE BANAWALA,
MANSA – TALWANDI SABO ROAD, DIST. MANSA, PUNJAB – 151302**

| |
|--|
| Folio No..... DP ID No..... Client ID No. |
| Name of the Member: |
| Signature: |
| Name of the Proxy holder..... |
| Signature..... |

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Talwandi Sabo Power Limited Route Map

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Talwandi Sabo Power Limited (TSPL)
4.0 ★★★★★ · 66 reviews
Thermal Energy Company

Directions

SAVE NEARBY SEND TO YOUR PHONE SHARE

Mansa - Talwandi Sabo Road, District Mansa, Banawala, Punjab 151302, India

tsplindia.co

+91 165 924 8000

Claim this business

Mansa Rd, Banawala, Talwandi Akalia