

**Transcript of 9<sup>th</sup> Extra-Ordinary General Meeting of Talwandi Sabo Power Limited held on a shorter notice through video conferencing on Sunday, May 17, 2020 at 12 PM (IST) and concluded at 12:10 PM (IST)**

The facility for joining the meeting was commenced at 11:45 AM i.e. 15 minutes prior to the scheduled time of the meeting.

Ms. Mansi Bhutani – Company Secretary of the company confirmed to the Chairman – Mr. Agnivesh Agarwal that, pursuant to section 103 of the Companies Act, 2013, requisite quorum for the meeting is present and hence the meeting can commence. Since, Mr. Sandeep Modi is also authorized representative of Vedanta Limited under Section 113 of Companies Act, 2013, his presence for the purpose of quorum was counted as two.

Mr. Agarwal chaired and welcomed all the members (Mr. Vikas Sharma, Mr. Sandeep Modi, Mr. Khirod Kumar Barik, Mr. Pankaj Kumar Sharma, Mr. Vijay Ingole and Mr. G Sambasiva Rao) and Directors (Mr. G S Kang – Independent Director and Mr. Vikas Sharma – CEO & Whole-time Director) and Mr. Ajay Bansal, Associate Partner – Authorized Representative, S. R. Batliboi & Co. LLP, Statutory Auditors of the Company, present at the meeting.

Chairman further informed the members that all efforts feasible under the circumstances have indeed been made by the company to enable the members to participate and vote on the items to be considered at the meeting and thereafter called the meeting to order.

Chairman informed the members that the Register of Members, Register of Directors and other Statutory Registers were kept open for inspection by the members at the Meeting through electronic mode.

Further, members confirmed the receipt of notice of the EGM along with the explanatory statement and with the consent of the members present, the notice convening the meeting was taken as read.

Quorum was present throughout the Meeting.

Since the members were below 50, Chairman decided to conduct the vote by show of hands. The following special businesses were transacted and approved by the shareholders:

**1 Appointment of Mr. Vikas Sharma as Whole-time Director (WTD) of the Company designated as Chief Executive Officer (CEO) of the Company w.e.f. October 23, 2019 till May 31, 2022:**

Mr. Sandeep Modi, Member of the Company proposed the resolution and Mr. Pankaj Sharma, Member of the Company, seconded the same. All other members considered the matter and unanimously passed the Ordinary resolution.

Mr. Vikas Sharma, being interested in this matter, did not vote or participate in the discussion.

**2 Increase in the borrowing powers of the Company under Section 180(1)(c) of Companies Act, 2013 from ₹ 10,000 Cr to ₹ 12,500 Cr:**

Mr. Vikas Sharma, Member of the Company proposed the resolution and Mr. Vijay Ingole, Member of the Company, seconded the same. All other members considered the matter and unanimously passed the Special resolution.



**TALWANDI SABO POWER LIMITED**

**Site Cum Regd. Office:**

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CIN No. L40101PB2007PLC031035

**3 Creation of Charge on movable and immovable properties of the company, both present and future:**

Mr. Khirod Kumar Barik, Member of the Company proposed the resolution and Mr. G Sambasiva Rao, Member of the Company, seconded the same. All other members considered the matter and unanimously passed the Special resolution.

**Vote of Thanks:**

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 12:10 PM.