

**TALWANDI SABO POWER LIMITED  
NOTICE – 11<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that 11<sup>th</sup> Extra-Ordinary General Meeting (“General Meeting”) of Talwandi Sabo Power Limited will be held through video conferencing or any other audio visual mode (VC or OAVM) on Monday, 15<sup>th</sup> day of February, 2021 at 12:00 p.m. IST, India, to transact the following business(s):

**SPECIAL BUSINESS(s):**

- 1. To consider and approve altered Articles of Association of the Company and if thought fit, to pass the following resolution(s), with or without modification(s) as Special Resolution:**

“**RESOLVED THAT** pursuant to section 5, 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to approve the alteration in the Articles of Association of the Company by replacing the existing set of regulations of Articles of Association of the Company in entirety in line with Table F of Schedule I of Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors and/or Chief Financial Officer and/ or Company Secretary of the Company be and are hereby severally authorised to do and perform or cause to be done and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard, without further reference to the members of the Company.”

- 2. To consider payment of Commission to Independent / Non-Executive Directors of the Company and if thought fit, to pass the following resolution(s), with or without modification(s) as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded for payment of profit based commission to Non-Executive Directors (including Independent Directors) not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 and other applicable provisions, if any, of the Companies Act, 2013, effective from FY 2020-21, in such manner as the Board in its absolute discretion may decide from time to time.”

**By order of the Board of Directors  
For Talwandi Sabo Power Limited**

**Date: January 21, 2021**

**Mansi Bhutani  
Company Secretary & Compliance Officer  
ACS 49407**

**Registered Office:  
Talwandi Sabo Power Limited  
Village Banawala, Mansa-Talwandi Sabo Road  
Mansa, Punjab – 151302  
CIN: U40101PB2007PLC031035  
Website: <http://www.tsplindia.co>**

**NOTES:**

- 1) 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. 1 & 2 above is annexed hereto.
- 2) Pursuant to MCA General Circular dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020, the General Meeting is being held through VC (Video Conferencing) or OAVM (any other audio-visual mode). Hence, the facility for appointing proxies will not be available for this meeting.
- 3) It is being informed that physical presence of the members has been dispensed with for attending the meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this EGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
- 4) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Corporate Members intending to send their authorized representatives to attend the Extra-Ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 6) 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.
- 7) The Notice of 11<sup>th</sup> Extra-Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company.
- 8) 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. Such documents will be also available for inspection by members through electronic mode.
- 9) Members may note the designated email address of the company – [tspl.secretarial@vedanta.co.in](mailto:tspl.secretarial@vedanta.co.in) and helpline no. +91-165-924-8000 for any technical assistance before or during the meeting and for registering the email ID with the company for participating in the meeting.
- 10) Members may further note the following for participation in the meeting:
  - (i) The Company shall be providing two-way teleconferencing facility via Zoom application for the ease of participation of the members
  - (ii) VC/ OAVM facility shall start at 11:45 AM
  - (iii) Link along with the credentials for joining the meeting shall be shared separately to all members on their email IDs registered with company. Members may login on the said link using their credentials.
  - (iv) Voting mechanism shall be by show of hands unless a poll is demanded at the meeting. In case of poll, members shall cast their vote on the resolution(s) only by sending an email at above mentioned designated email address
  - (v) Members may get their Email IDs registered for participation by sending an intimation to above mentioned designated email address.

By order of the Board of Directors  
For Talwandi Sabo Power Limited

Date: January 21, 2021

Mansi Bhutani  
Company Secretary & Compliance Officer  
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## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”)

The following Statement sets out all material facts relating to the Special Business(s) mentioned in the Notice:

### Item No. 1:

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company required alteration and/or deletion. Hence, the Company had previously adopted its Articles of Association (“AoA”) under the Companies Act, 2013 in the General Meeting held on November 6, 2014.

In line with the provisions of Companies Act, 2013 and amendments thereof from time to time, the provisions in the existing Articles of Association necessitate amendment and/or alteration in order to reflect inter-se, various provisions and rules framed therein.

Given this position, it is considered expedient to replace the existing Articles of Association with a new set of Articles of Association.

The Board at its meeting held on January 21, 2021 after evaluating the necessity of the proposal has approved aforesaid alteration of the AOA of the Company subject to the approval of the members of the company and recommend the Special Resolution set forth in Item No. 1 of the Notice for approval of the members. A copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. till the date of EGM and also at the meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

### Item No. 2:

The Independent and Non-Executive Directors play an important role of laying down policies and providing guidelines for conduct of Company’s business and with changes in the corporate governance norms brought by the Companies Act, 2013, the role of Non-Executive Directors (NEDs) and Independent Director (IDs) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. By the valued contribution made by the Directors through their active participation in the meetings of the Board and its Committees, the Company has been progressing over the years. The rich experience of Directors in business, management and administration has led to sound decisions. The Directors are required to devote considerable time to provide and laydown the policies and guidelines to carry on the business competitively.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Company can pay Commission up to 1% of net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

On the recommendation of Nomination & Remuneration Committee, Board of Directors in their meeting held on January 21, 2021, subject to the approval of members of the Company, approved the payment of Commission not exceeding 1% of the net profits of the Company w.e.f. FY 2020-21.

While fixing the manner / criteria, the Board shall inter-alia consider the membership of board, board committees, chairmanships, time devoted by the Directors etc. The payment of commission will be subject to the availability of sufficient profit and compliance with the applicable statutory requirements and shall be over and above the sitting fees payable to them.

The Directors recommend the Special Resolution set forth in Item No. 2 of the Notice for approval of the members.

Except Mr. Agnivesh Agarwal, Mr. R Kannan, Mr. BK Sharma, Mr. Sushil Kumar Roongta and Ms. Pooja Somani and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their

relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the meeting.

**By order of the Board of Directors  
For Talwandi Sabo Power Limited**

**Date: January 21, 2021**

**Mansi Bhutani  
Company Secretary & Compliance Officer  
ACS 49407**

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