



Teestavalley Power Transmission Ltd.

(A Govt. of Sikkim Enterprise)

JV of Teesta Urja Ltd. (Govt. of Sikkim Enterprise) & POWERGRID (Govt. of India Enterprise)

NOTICE

Notice is hereby given that the **15th Annual General Meeting** of the members of Teestavalley Power Transmission Limited will be held on **Thursday, September 16, 2021 at 05:15 p.m.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility at Registered Office of the Company, i.e. **604, 6th Floor, Bhikaji Cama Bhawan, Bhikaji Cama Place, New Delhi-110066**, to transact the following business:

ORDINARY BUSINESS:

Item no.1- To consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 along with the Reports of Board of Directors and the Auditors thereon and comments of the Comptroller and Auditor General of India.

Item no. 2- To fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller and Auditor General of India (CAG) for the Financial Year 2021-22.

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

"RESOLVED THAT pursuant to the provisions of Section 139 (5) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company be and are hereby authorized to fix the remuneration of M/s. GSA & Associates LLP, Chartered Accountants, appointed by Comptroller and Auditor General of India (CAG) as Statutory Auditors of the Company for the Financial Year 2021-22."

SPECIAL BUSINESS:

Item no. 3 - To ratify the remuneration of Cost Auditors of the Company for the Financial Year 2021-22.

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

"RESOLVED THAT in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and any other provisions/rules as may be applicable of the Companies Act, 2013, the remuneration of M/s. H. Tara & Co., Cost Accountants, amounting to Rs. 1 Lakh plus applicable Goods and Service Tax (GST) and actual out of pocket expenses for travel outside Delhi, for conducting Cost Audit of the Company for the Financial Year 2021-22, as approved and recommended by the Board of Directors of the Company, be and is hereby ratified.

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 the order of Board of Directors
For Teestavalley Power Transmission Limited**

**Sd/-
P. C. Jain
Company Secretary
Membership No. A5875**

**Date: 16.09.2021
Place: New Delhi**

NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
3. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item No. 3 of the accompanying Notice, are considered to be unavoidable by the Board.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in regard to the business as set out in Item No. 3 is annexed hereto.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
7. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at cstvptl@tvptl.com.
8. Members desiring inspection of statutory registers and to inspect the relevant documents referred to in the Notice during the AGM may send their request in writing to the Company at cstvptl@tvptl.com up to the date of the AGM.
9. The instructions for Members attending the AGM through VC/OAVM are as under:
 - A. The Members will be provided with a facility to attend the AGM through VC/OAVM and the link in this regard will be send separately on the registered email Ids of the members.

- B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
-
- 10. Copy of Audited Financial Statement of the Company for the year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon are enclosed.
 - 11. Due to urgency of the matter, the meeting is being called at shorter notice.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying notice:

Item No. 3

The Members are informed that as per the provisions of Section 148 of the Companies Act, 2013 (Act) read with Rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited for the Financial Year 2021-22. Further, the Cost Audit is required to be conducted by a Cost Accountant in practice who shall be appointed by the Board, on the recommendation of Audit Committee, and at such remuneration approved by the Board, subject to ratification by the Shareholders of the Company.

In view of the above, the Board of Directors in their meeting held on 12.08.2021 has approved the appointment of M/s. H. Tara & Co., Cost Accountants, for conducting Cost Audit of the Company as per the provisions of the Companies Act, 2013 for the Financial Year 2021-22, at a professional fees of Rs. 1 Lakh plus applicable Goods and Service Tax (GST) and actual out of pocket expenses for travel outside Delhi, on the recommendation of the Audit Committee. As per the provisions of Section 148 of the Act, the aforesaid remuneration approved by the Board is subject to the ratification by the Shareholders of the Company. Accordingly, your Directors recommend the resolution for approval.

None of the Directors or key managerial personnel of the Company nor their relatives is /are, in any way, financial or otherwise concerned or interested in the proposed resolution.

**By the order of Board of Directors
For Teestavalley Power Transmission Limited**

**Sd/-
P. C. Jain
Company Secretary
Membership No. A5875**

**Date: 16.09.2021
Place: New Delhi**

THE COMPANIES ACT, 2013

Consent of Shareholder for shorter notice

[Pursuant to Section 101 read with Section 96 & 136 of the Companies Act, 2013]

To,

The Board of Directors

Teestavalley Power Transmission Limited
604, 6th Floor, Bhikaji Cama Bhawan,
Bhikaji Cama Place, New Delhi - 110066

I, -----, S/o -----, R/o -----
-----, Representative of -----
-----, holding ----- equity shares of Rs. 10/- each in the
Company in its name, hereby give consent, on its behalf, pursuant to notice received under section
101 of the Companies Act, 2013, for circulation of Audited Financial Statements as per section 136
of the Companies Act, 2013 along with notice and to convene the 15th Annual General Meeting on
_____(Date) at _____(Time) at _____(Venue)
at shorter notice.

For:

Signature

Name:

Date:

Place: