

# TATA POWER TRADING COMPANY LIMITED

## NOTICE

**NOTICE** IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING of Financial Year 2021-22 of THE MEMBERS OF TATA POWER TRADING COMPANY LIMITED will be held at Shorter Notice on Monday, the 25<sup>th</sup> October, 2021 at 03:30 p.m. through video conferencing as per relaxation given by Ministry of Corporate Affairs to hold Extra-Ordinary General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, due to COVID-19 pandemic, to transact the following business-

### Special Business:

1. Approval for Alteration of Object Clause and Adoption of New Set of Memorandum of Association

To consider, and if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, subject to the approval of the Registrar of Companies, Mumbai ("ROC") and/or any other statutory or regulatory authority, as may be necessary, approval of shareholders of the Company be and is hereby accorded, to alter the clause III (*Objects Clause*) of the Memorandum of Association of the Company, by inserting the following sub-clause 2, 3, 4, 5 and 6 under Part-A of clause-III, after the existing sub clause (1.a):

2. To carry on the business of establishment and management of fuel systems for power plants and to search for, obtain, acquire, buy, sell, import, export, trade or otherwise deal in oils, gases, coals, coal rejects, naphtha, liquefied natural gas, raw petroleum stock or any other fuel in solid, liquid or gaseous form, whether found in natural state or obtained by processing from other substances and to carry on the production, storage, processing and manufacturing, trading of these products, and any related materials which may be required for the generation, transmission, distribution, trading and supply of electrical power or for meeting the requirements of any other contracts or arrangements undertaken by the Company in India and abroad.
3. To execute contracts for purchase, import, sale, transmission and export of electrical power, whether from conventional or non-conventional sources and to realize its proceeds through sale of electrical power in India and abroad.
4. To obtain license, approvals and authorization from Government, Statutory and Regulatory bodies and Competent Authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.
5. To develop, own and operate IT system for doing analytics, forecasting of power / energy generation required for scheduling, trading and other associated services and achieve

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the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.

6. To carry on the business of power and energy derivatives in the OTC market / Exchanges as per the prevailing laws and Regulations and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.
7. To carry on the business of registration, purchase, sale, acquisition, transfer of available energy certificates required for meeting the sustainability initiatives / renewable obligations of the Generation, Transmission, Distribution and Bulk Consumers and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.

**FURTHER RESOLVED** that the draft set of Memorandum of Association, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new set of Memorandum of Association of the Company in substitution of the existing Memorandum of Association of the Company to meet the requirements of the Companies Act, 2013.

**FURTHER RESOLVED** that any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the forms, application and other documents or papers with the Registrar of Companies, Mumbai ("ROC") and any other statutory approvals as may be required in this matter and to execute all such deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned resolution."

**By Order of the Board**



**Neha Malik**  
**(Company Secretary)**

**ICSI Membership No. FCS: 10045**

Noida, 14<sup>th</sup> October, 2021

**Registered Office:** Carnac Receiving Station,  
34, Sant Tukaram Road, Mumbai 400 009  
CIN: U40100MH2003PLC143770  
Tel: 022 67171000  
Website: [www.tatapowertrading.com](http://www.tatapowertrading.com)  
E-mail: [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com)

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## NOTES:

1. In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed, Government of India, the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020; 17/2020 dated 13<sup>th</sup> April 2020; 22/2020 dated 15<sup>th</sup> June, 2020; 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 02/2021 dated 13 January 2021 and 10/2021 dated 23<sup>rd</sup> June, 2021 respectively, (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EOGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act (including statutory modifications or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time, read with MCA Circulars, the EOGM of the members of the Company is being held through VC/OAVM. The deemed venue for Extra-Ordinary General Meeting will be the registered office of the Company.
2. The relative explanatory statement pursuant to Section 102 of the Companies Act 2013 ("the Act") and the rules made thereunder, in regard to the business set out in item no. 1 is annexed hereto.
3. In terms of Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of members has been dispensed with, the facility of appointment of proxies by members under section 105 of the Act will not be available for this EOGM and hence, the Proxy Form, Attendance Slip and Route Map of EOGM are not annexed to this Notice. However, authorised representatives of the members may be appointed for the purpose of participation and voting in the EOGM through VC/OAVM.
4. Pursuant to the MCA circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching physical copies, the notice of the EOGM are being sent only by email to the members at their email addresses registered with the Company.
5. The Members can join the EOGM through VC/OAVM facility which shall be kept open for the members 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start of the EOGM.
6. As per section 107 of the Companies Act, 2013 above resolution will be pass with help of voting by a show of hands as it is easier and more straight forward on a practical level at the EOGM.
7. The Company ensures that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act 2013 and all other

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documents referred to in the Notice or authorizations for voting by bodies corporate, etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.

8. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The queries can also be given in advance to the Company Secretary.
10. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020; 17/2020 dated 13<sup>th</sup> April 2020; 22/2020 dated 15<sup>th</sup> June, 2020; 33/2020 dated 28<sup>th</sup> September, 2020; 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 02/2021 dated 13 January 2021 and 10/2021 dated 23<sup>rd</sup> June, 2021.
11. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
12. In case of a demand for a poll, the members shall cast their vote on the resolutions only by sending emails through their email addresses that are registered with the Company. The said emails to be sent to [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com).
13. Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EOGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.
14. Instructions for members participating in the EOGM through VC/OAVM facility are as under:
  - Members may attend the EOGM, by following the invitation link sent to their registered email ID. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application.
  - Members are encouraged to join the Meeting through Laptops for better experience.
  - In case of Android/i-phone connection, participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
  - Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
  - Please note that participants connecting from mobile devices or tablets or through laptop 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 kind of aforesaid glitches.

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- The helpline number for joining the Meeting through electronic mode will be provided in the meeting invitation which will be sent to the eligible applicants.

**By Order of the Board**



**Neha Malik**  
**(Company Secretary)**  
**ICSI Membership No. FCS: 10045**

Noida, 14<sup>th</sup> October, 2021

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## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 14<sup>th</sup> October 2021.

### **Item No. 1:**

The main object of the Company is power trading and activities of similar nature and the current Memorandum of Association was based on the Companies Act, 1956.

In order to enable the Company to explore opportunities in other fields, it is mandated to include additional clauses in main object clause to enable the Company to venture into new arena related to its core activity.

Further, as in India first automated national level Gas Exchange has been launched as Gas Exchange Ltd. (IGX) to promote and sustain an efficient and robust Gas market and to foster gas trading in the country. As Tata Power Trading Company Limited (TPTCL) has already an expertise in the business of power trading by being member of Indian Energy Exchange Limited (IEX) and Power Exchange India Limited (PXIL), it will be beneficial for the Company to become a Trader Member by getting registered with IGX as “Trade Member”.

In order to accomplish the aforesaid, it is proposed to amend the main object of the Memorandum of Association to include Trading of Natural Gas in Indian Gas Exchange which will enhance the existing business and result in growth in the near future. Consequently, amendment to Clause III (A) of the Memorandum of Association is proposed by addition of a suitable clause.

Further, the Present Memorandum of Association of the Company was adopted at the time of Incorporation of the Company. It was based on the Companies Act, 1956 and several clauses/regulations in the existing MOA contain references to specific Sections of the Companies Act, 1956 which are no longer in force. According to Section 13 and all other applicable provisions with rules framed thereunder of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Company is required to adopt a new set of Memorandum of Association according to Table A of Schedule I.

Since the proposed alterations, deletions, insertions etc. to the present Memorandum of Association are numerous, it is more convenient to adopt altogether a new set of Memorandum of Association incorporating all the proposed alterations.

The consent of the Shareholders by way of Special Resolution is required in this regard.

The Shareholders of the Company can also obtain a copy of the same from the Registered office of the Company.

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The Directors recommend the Resolution at Item No. 1 of the accompanying Notice for acceptance by the Members.

None of the Directors are concerned or interested in the passing of the Resolution at Item No. 1.

**By Order of the Board**



**Neha Malik**

**(Company Secretary)**

**ICSI Membership No. FCS: 10045**

Noida, 14<sup>th</sup> October 2021

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