



TEESTA URJA LIMITED

(A Government of Sikkim Enterprise)

Ref. No.: TUL/.....

Date :

Notice

NOTICE is hereby given that the **15th Annual General Meeting** of the Members of Teesta Urja Limited will be held on Wednesday, December 30, 2020 at 12:30 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:

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the reports of the Board of Directors and Auditors’ thereon and Comments of the Comptroller & Auditor General of India; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, the Report of Auditors thereon and Comments of the Comptroller & Auditor General of India.

Item No. 2 - To fix the remuneration of the Joint Statutory Auditor(s) of the Company, appointed by Comptroller and Auditor General of India (C&AG) for the Financial Year 2020-21.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(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. Ghosh Khanna & Co., Chartered Accountants, and M/s. S.S. Periwal & Co., Chartered Accountants, appointed by Comptroller and Auditor General of India (C&AG) as Joint Statutory Auditor(s) of the Company for the Financial Year 2020-21 as may be deemed fit.”

SPECIAL BUSINESS:

Item No. 3 - To ratify the remuneration of Cost Auditors of the Company for the Financial Year 2020-21.

To consider and if thought fit, to pass with or without modification (s), the following resolution as 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 2020-21, 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 Teesta Urja Limited**

**Date: 22.12.2020
Place: Gurugram**

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

NOTES:

1. **The Members are hereby informed that the Company has received the Supplementary audit report/certificate of Comptroller & Auditor General of India (C&AG) vide Letter No. Comm/TUL/19-20/20-21/90 dated 18.12.2020 and the same has been considered and noted by the Audit Committee and recommended to the Board on 18.12.2020.**

Considering the fact that the Company has received the report of C&AG on 18.12.2020 and is required to hold its Annual General Meeting (AGM) on or before 31st December, 2020, the Company cannot give 21 days' notice along with the Audited Financial Statements, including the Consolidated Financial Statements, to the shareholders as per the provisions of Section 101 and 136 of the Companies Act, 2013 read with the Articles of Association of the Company. Therefore, under such circumstances, the Company is holding its 15th AGM on shorter notice subject to compliance of Section 101 of the Companies Act, 2013.

2. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020, in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") have permitted the holding of the AGM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
3. 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.
4. 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.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in regard to the special businesses as set out in Item No. 3 & 4 is annexed hereto.

6. 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.
7. 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.
8. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at csteesta@teestaurja.com.
9. 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 csteesta@teestaurja.com up to the date of the AGM.
10. 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.
11. Copy of Audited Financial Statements of the Company for the year ended March 31, 2020, the report of the Board of Directors and Auditors thereon along with the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2020, and the report of the Auditors thereon are enclosed to the 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 2020-21. 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 by passing a resolution by circulation on 26.09.2020 has approved the re-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 2020-21, 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 Teesta Urja Limited

Date: 22.12.2020
Place: Gurugram

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

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

Teesta Urja 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 Wednesday, December 30, 2020 at 12:30 p.m. at
Registered office of the Company i.e. 604, 6th Floor, Bhikaji Cama Bhawan, Bhikaji Cama Place,
New Delhi-110066 at shorter notice.

For:

Signature

Name:

Date:

Place: