



नेशनल हाई पावर टैस्ट लैबोरेटरी प्रा. लि.

(एनटीपीसी, एनएचपीसी, पावरग्रिड, डीवीसी एवं सीपीआरआई का संयुक्त उपक्रम)

**National High Power Test Laboratory Pvt. Ltd.**

(A Joint Venture of NTPC, NHPC, POWERGRID, DVC & CPRI)

कॉर्पोरेट कार्यालय: कोर-8, प्रथम तल, स्कोप परिसर, 7, संस्थानिक क्षेत्र, लोधी रोड, नई दिल्ली-110003

Corp. Office: CORE-8, 1st Floor, SCOPE Complex, 7, Institutional Area,  
Lodhi Road, New Delhi-110003 Telefax No.: 011-24369147 / 24369550

E-mail: nhptl@nhptl.com, Website: nhptl.com

CIN : U73100DL2009PTC190541

### NOTICE

NOTICE is hereby given that the 7<sup>th</sup> Annual General Meeting of the Company will be held on Friday, September 23, 2016 at 4:00 P.M. at Registered Office of the Company at NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors' thereon.
2. To fix the remuneration of the Auditors.

#### SPECIAL BUSINESS:

3. Regularisation of appointment of Shri Subodh Kumar Agarwal (DIN 07440083) as Director (NHPC Nominee) of the Company

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

“Resolved that Shri Subodh Kumar Agarwal (DIN 07440083), Executive Director (Commercial), NHPC, who was appointed as an Additional Director of the Company effective from February 17, 2016 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company and who holds office up to the date of 7<sup>th</sup> Annual General Meeting, proposing his candidature, be and is hereby appointed as Director (NHPC Nominee) of the Company.”

4. Regularisation of appointment of Shri Achintya Debnath (DIN 07462973) as Director (DVC Nominee) of the Company

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

“Resolved that Shri Achintya Debnath (DIN 07462973), Executive Director (System), DVC, who was appointed as an Additional Director of the Company effective from March 08, 2016 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company and who holds office

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Regd. Office : NTPC Bhawan, CORE-7, SCOPE Complex, 7, Institutional Area, Lodhi Road,  
New Delhi-110003 Tel. +91-11-243600071, Fax : +91-1124360241

up to the date of 7<sup>th</sup> Annual General Meeting, proposing his candidature, be and is hereby appointed as Director (DVC Nominee) of the Company.”

**5. Issue of shares on preferential basis to Damodar Valley Corporation (a joint venture party)**

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 62(1)(c), Section 42 of the Companies Act, 2013 (the Act) and other applicable provisions of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and the applicable provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby given to the Board of Directors of the Company ("the Board") to offer or invite to subscribe, issue and allot 90,25,000 (Ninty Lakh Twenty Five Thousand) Equity Shares having face value of ₹ 10/- each fully paid up amounting to ₹ 9,02,50,000/- (Rupees Nine Crore Two Lakh Fifty Thousand Only) on preferential basis to Damodar Valley Corporation, an existing shareholder of the Company ranking pari passu with the existing Equity Shares of the Company in all respects on such terms and conditions as may be fixed and determined by the Board of Directors of the Company.

**Resolved further** that the Board of Directors and/or Company Secretary of the Company be and are hereby severally or jointly authorized to do all such acts, deeds and things (including delegation of authority), as they may in their absolute discretion deem necessary, proper or desirable and to sign, execute and file all such forms, deeds and documents with the Registrar of Companies, NCT of Delhi and Haryana and other Statutory and Regulatory Authorities, as may be necessary or expedient, for the purpose of giving effect to this resolution."

**Registered Office:**

NTPC Bhawan, Core-7,  
Scope Complex, 7, Institutional Area,  
Lodi Road, New Delhi-110003

Place: New Delhi  
Date: 06-09-2016

By order of the Board of Directors  
For **National High Power Test Laboratory  
Private Limited**



(Kavita Parmar)

Company Secretary  
Membership No.: A-26622

**NOTE:**

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the

proxy in form MGT-11 annexed hereto. In order to be effective, the proxy form duly completed and signed should be deposited at the Registered Office of the company not less than 48 (forty eight) hours before the scheduled time of the meeting. A Blank proxy form is enclosed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.

- (ii) An explanatory statement pursuant to section 102 (1) of the Companies Act, 2013, which sets out details relating to the special business to be transacted at the meeting is annexed hereto.
- (iii) Section 139(5) of the Companies Act, 2013 provides that in case of a Government Company or any other company owned or controlled, **directly or indirectly** by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments, the Comptroller and Auditor-General of India (C&AG) shall, in respect of a financial year, appoint an auditor duly qualified to be appointed as an auditor of Companies under this Act, within a period of one hundred and eighty (180) days from the commencement of the financial year, who shall hold office till the conclusion of the Annual General Meeting. NTPC, NHPC, POWERGRID (Government Companies registered under Companies Act, 1956), DVC (A Corporation constituted under the provision of DVC Act, 1948) & CPRI (An autonomous society under Ministry of Power, Govt. of India) each holds 21.64% share capital of the Company (NHPTL) except DVC who holds 13.44% Share capital of the Company. The C&AG has appointed M/s Prekshit Mehta & Co., Chartered Accountants, 3-4, double storey, New Rajinder Nagar, New Delhi-110060 as the statutory auditors of the Company for the FY 2016-17 as prescribed under provisions of Section 139(5) of the Companies Act, 2013. Further, Section 142 of the Companies Act, 2013 provides that the remuneration of the auditor of a company shall be fixed in its general meeting or in such manner as may be determined therein. Hence, the members may kindly authorize the Board to fix up an appropriate remuneration of Statutory Auditors for the financial year 2016-17, after taking into consideration the volume of work and prevailing inflation.
- (iv) Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three (3) days' notice in writing of the intention to inspect is given to the company.
- (v) The attendance register will be placed during the meeting to mark the attendance of Members/Proxies/Authorized Representatives.
- (vi) All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company and copies thereof shall also

be made available for inspection at Corporate office of the Company on all working days, except Saturdays and Sundays, between 10:00 A.M. to 1:00 P.M. upto the date of Annual General Meeting.

- (vii) Statutory Registers of the Company shall also be produced at the commencement of the Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having right to attend the meeting.
- (viii) Route map showing the direction to reach the venue of the 7<sup>th</sup> Annual General Meeting along with prominent landmark is given at the end of the notice.



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## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 under item no. 3, 4 and 5 set out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### Item No. 3 & 4

As per Article 90 of the Articles of Association of the Company corresponding to clause 7.2 of JV Agreement executed among NTPC, NHPC, POWERGRID, DVC & CPRI, each of the joint venture parties shall nominate a director and shall also determine the period for which the respective nominees shall hold office. Such directors nominated by respective parties shall be appointed by the NHPTL Board. Further such parties have right to replace or remove any such director or directors as may be nominated by them. In exercise of the aforesaid powers, NHPC Limited (NHPC) and Damodar Valley Corporation (DVC) had nominated Shri Subodh Kumar Agarwal (DIN 07440083), Executive Director (Commercial), NHPC and Shri Achintya Debnath (DIN 07462973), Executive Director (System), DVC respectively.

Pursuant to Section 161(1) of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company, the Board in its 40<sup>th</sup> meeting held on February 17, 2016 had approved the appointment of Shri Subodh Kumar Agarwal (DIN 07440083), Executive Director (Commercial), NHPC as an additional director who shall hold office up to the date of 7<sup>th</sup> annual general meeting. Further, Shri Achintya Debnath (DIN 07462973), Executive Director (System), DVC has been appointed as additional director with effect from March 08, 2016 who shall hold office up to the date of 7<sup>th</sup> annual general meeting

The Board of Directors recommends the resolution set out in item no. 3 and item no. 4 of the accompanying Notice for approval of the Shareholders.

None of the Directors of the Company except Shri Subodh Kumar Agarwal and Shri Achintya Debnath, Key Managerial Personnel and their Relatives are in any way concerned or interested in the said resolution.

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## **Item No. 5**

### **Issue of shares on preferential basis to Damodar Valley Corporation (a joint venture party)**

National High Power Test Laboratory Pvt. Ltd. (NHPTL) is a joint venture company of NTPC, NHPC, POWERGRID, DVC & CPRI (JV Partners). As per JV agreement executed among JV Partners, the called up share capital of the NHPTL is to be shared by all JV Partners in equal contribution. All JV partners have contributed its equity for ₹ 23.9 Crore except DVC. DVC has contributed only ₹ 14.875 Crore and balance of ₹ 9.025 Crore is still pending for payment.

The Company had offered equity shares to all the JV partners for ₹ 9.025 Crore each in the year 2014 by way of right issue and DVC share has fallen short by ₹ 9.025 Crore due to the fact that it has refused to accept the said offer with an intent to discontinue with joint venture and the said offer could not get completed due to non-subscription by DVC. Subsequently, with the consent of Board of Directors, a fresh offer was sent to NTPC, NHPC, POWERGRID & CPRI for subscribing ₹ 9.025 Crore each.

The Board in its 42<sup>nd</sup> meeting held on 28<sup>th</sup> July, 2016 accord its consent, subject to the approval of members in General Meeting, to offer or invite to subscribe, issue and allot 90,25,000 (Ninty Lakh Twenty Five Thousand) Equity Shares having face value of ₹ 10/- each fully paid up amounting to ₹ 9,02,50,000/- (Rupees Nine Crore Two Lakh Fifty Thousand Only) on preferential basis to Damodar Valley Corporation after following the due process under Section 62(1)(c), Section 42 of the Act and Rules made thereunder. Therefore, the DVC's pending share of Equity is being materialized by way of issuing shares on preferential basis after complying the relevant provisions of the Companies Act, 2013.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

#### **(i) The objects of the issue**

The object behind the issue is to meet the funding requirement of ongoing NHPTL-Project i.e. establishment of "On-Line High Power Short Circuit Test Laboratory" through Equity by the existing joint venture partner under the Joint Venture Agreement executed among NTPC Ltd., Power Grid Corporation of India Limited, NHPC Limited, Damodar Valley Corporation and Central Power Research Institute (Collectively called as "JV Partners"). Further, to maintain the equal equity contribution among JV Partners, DVC's pending share will be called up by way of issuing shares on preferential basis.

#### **(ii) The total number of shares or other securities to be issued**

90,25,000 (Ninety lakh twenty five thousand) Equity Share ranking pari-passu with the existing Shares shall be issued on preferential basis.

(iii) **The price or price band at which the allotment is proposed**

The Equity Shares are proposed to be issued at a price of ₹ 10/- (Ten) each per share.

(iv) **Justification of the price or / Basis on which price has been arrived at along with the report of Registered Valuer**

The Company proposes to issue and allot Equity Shares at the price of ₹ 10/- (Rupees Ten Only) per share on the basis of Valuation Certificate obtained from M/s ASMG & Associates, Chartered Accountants, New Delhi (Registration no. 028116N). Further, according to the JV Agreement, JV Partners are under contractual obligation to subscribe the increased issued capital in the agreed proportion i.e. 20% each.

(v) **Relevant date on the basis of which price has been arrived at**

Valuation Report dated 27<sup>th</sup> July, 2016.

(vi) **Class or Classes of person to whom the allotment is proposed to be made**

The Equity Shares are proposed to be issued to Damodar Valley Corporation (DVC) (an existing joint venture party).

(vii) **Intention of the Promoters/ Directors/ Key Management Persons to subscribe to the offer**

None of the Directors or Key Managerial Personnel will participate or contribute either as part or separately for the allotment of shares on preferential basis. Further, DVC, an existing joint venture party will subscribe the shares on the basis of joint venture agreement executed among NTPC, NHPC, POWERGRID, DVC & CPRI.

(viii) **Proposed time within which the Allotment shall be completed**

The allotment of proposed equity shares of the Company shall be completed within 12 (Twelve) months from the date of passing the resolution specified as Item No. 5 in the Notice.

(ix) **Names of the Proposed Allottees and the percentage of Post Preferential Offer Capital that may be held by them**

Sl. No.	Name of Proposed Allottees	Post holding in Company (in % age)
1.	Damodar Valley Corporation (an existing Joint Venture Party)	20%

(x) Change in Control, if any, in the Company that would occur consequent to the Preferential Offer

No change in control of the Company is intended or expected from the proposed preferential issue.

(xi) Number of Persons to whom Allotment on Preferential Basis have been made during the Year, in terms of number of Securities as well as price

The Company has not issued and allotted shares on preferential basis during the financial year (2016-17) till the date of notice.

(xii) Justification for the Allotment proposed to be made for consideration other than Cash together with the valuation report of the Registered Valuer

Not Applicable.

(xiii) Pre issue and Post issue Shareholding pattern of the company

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of holding	No. of Shares held	% of holding
<b>A</b>	<b>Promoters' holding:</b>				
1.	<b>Indian:</b>				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	11.0475 Crore	100	11.95 Crore	100
	<b>Sub Total</b>	<b>11.0475 Crore</b>	<b>100</b>	<b>11.95 Crore</b>	<b>100</b>
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	<b>Sub Total (A)</b>	<b>11.0475 Crore</b>	<b>100</b>	<b>11.95 Crore</b>	<b>100</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	<b>Non-Institutional :</b>				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	<b>Sub Total (B)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Grand Total</b>	<b>11.0475 Crore</b>	<b>100</b>	<b>11.95 Crore</b>	<b>100</b>



A copy of the Valuation Certificate is available for inspection at the Registered Office of the Company on all working days of the Company from 11.00 a.m. to 1.00 p.m. upto the date of the Meeting and also at the venue of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the aforesaid Special Resolution.

The Board recommends the passing of the Special resolution as set out at Item No. 5 of the Notice.

**Registered Office:**

NTPC Bhawan, Core-7,  
Scope Complex, 7, Institutional Area,  
Lodi Road, New Delhi-110003

Place: New Delhi

Date: 06-09-2016

By order of the Board of Directors  
For **National High Power Test Laboratory**  
**Private Limited**



**(Kavita Parmar)**

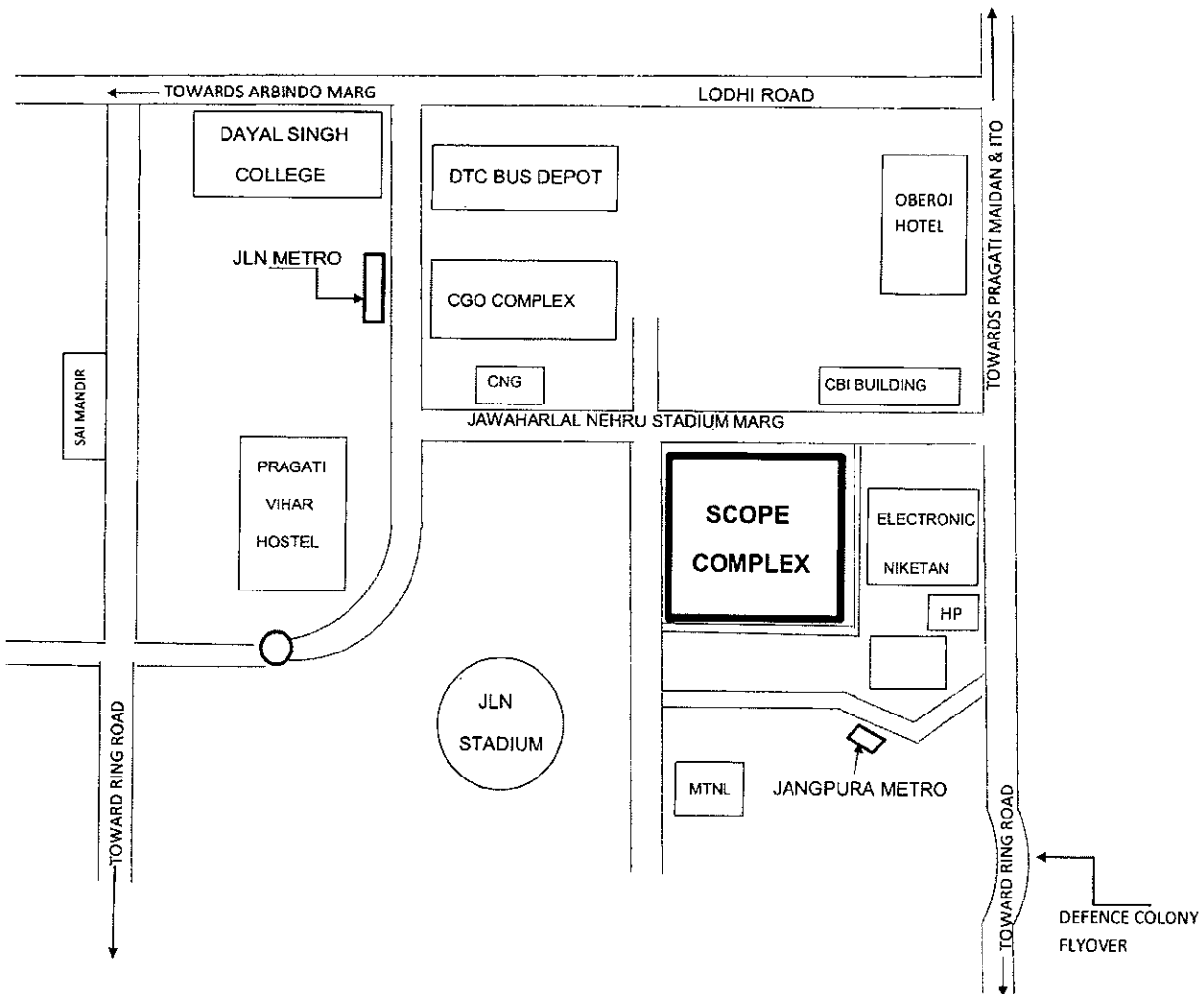
*Company Secretary*

*Membership No.: A-26622*

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT :**

Name of the Director	SHRI SUBODH KUMAR AGARWAL	SHRI ACHINTYA DEBNATH
DIN	07440083	07462973
Date of Birth and Age	23.08.1957 / 59 Years	04.03.1960 / 56 Years
Date of first Appointment on the Board	17.02.2016	08.03.2016
Qualification	Graduation in Electrical Engineering with honors from Pant Nagar University, Nainital, Post Graduate Diploma in Project Management	Bachelor in Engineering (BE) in Electrical from Calcutta University with specialization in High Voltage Engineering.
Experience in Specific Functional Area	He began his career with NHPC Limited in 1979. During his illustrious career of more than 37 years, he has vast experience in technical fields such as O&M of hydro power stations, Design, Testing & Commissioning, Project construction and management, all project related functions such as Finance, HR, Laf, IT, etc. including Top Management Functions at Regional and project level.	He joined Damodar Valley Corporation as Assistant Engineer (Electrical) in the year 1984. He has about 32 years of comprehensive experience in Electrical O&M of Generating Units, EHV Substation and Transmission line construction including estimation, tendering and finalisation of award, have been associated with formulation and implementation of Rural Electrification Projects under RGGVY.
Directorship in other Companies	Nil	Nil
Chairman / Members of the Committee of the Board of Companies	Nil	Nil
Shareholding in the company (equity shares of Rs.10 each)	Nil	Nil
Attendent in Board Meetings till 31.03.2016	No. of meeting during his tenure=01 No. of meeting attended=01	No. of meeting during his tenure=Nil No. of meeting attended=Nil

# Route Map of 7<sup>th</sup> AGM Venue of NHPTL : SCOPE COMPLEX





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CIN : U73100DL2009PTC190541

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U73100DL2009PTC190541

Name of the Company: National High Power Test Laboratory Pvt. Ltd.

Registered Office: NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110003

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name: ..... Address: .....  
E-mail Id : ..... Signature : ..... or failing him;
2. Name: ..... Address: .....  
E-mail Id : ..... Signature : ..... or failing him;
3. Name: ..... Address: .....  
E-mail Id : ..... Signature : ..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company, to be held on Friday, September 23, 2016 at 4:00 P.M. at the Registered Office of the Company at NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Signed this ..... day of ..... 2016.

Signature of shareholder : .....

Signature of Proxy holder(s) : .....

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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