

## MAITHON POWER LIMITED

### NOTICE

The 2<sup>nd</sup> EXTRAORDINARY GENERAL MEETING of MAITHON POWER LIMITED will be held on 28<sup>th</sup>, June 2022 at 11.00 a.m. in the Conference Room of The Tata Power Company Limited, 3<sup>rd</sup> Floor A Block Corporate Centre, 34, Sant Tukaram Road Carnac, Mumbai 400 009 to transact the following business:

**1. Appointment of Mr. Amarjit Chopra as a Director**

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

“RESOLVED that pursuant to the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amarjit Chopra (DIN: 00043355), who was appointed as an Additional Director of the Company with effect from 31<sup>st</sup> March 2022 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Mr. Amarjit Chopra (DIN: 00043355), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 31<sup>st</sup> March 2022 upto 30<sup>th</sup> March 2025.”

**NOTES:**

The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standards-2**”) for the resolution as set out in the Notice convening the Meeting of the Company, is annexed hereto and forms part of the Notice of the Meeting.

- 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 8<sup>th</sup> April 2020, General Circular No. 17/ 2020 dated 13<sup>th</sup> 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”, General Circular No. 20/ 2020 dated 5<sup>th</sup> May 2020, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” General Circular No.20/ 2021 dated 8<sup>th</sup> December 2021, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19- Extension of time.”, and General Circular No. 02/ 2021 dated 13<sup>th</sup> January 2021, 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) and Securities and Exchange Board of India vide Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid-19 pandemic” and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”) have permitted the holding of the General Meeting of Equity Shareholders (“Meeting”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with the MCA Circulars, the Extraordinary General Meeting (‘EGM’) of the Equity Shareholders of the Company is scheduled to be held on Tuesday, 28<sup>th</sup> June 2022, at 11:00 a.m. (IST) through VC/OAVM.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**

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3. Corporate Members intending to appoint their authorized representatives to attend the EGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Company.
4. In line with the MCA Circular dated 5<sup>th</sup> May 2020, Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Members will be allowed to pose questions during the course of the EGM. The queries can also be given in advance by e-mail at [mona.purandare@tatapower.com](mailto:mona.purandare@tatapower.com)
7. **INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM THROUGH VC/OAVM:**
  - The Members will be provided with a facility to attend the EGM through VC/OAVM through the Microsoft Teams platform and they may access the same from the link sent on their e-mail. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM and pose questions.
  - Members may join the EGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to allow camera and to use the Internet at a good speed to avoid any disturbance during the EGM. 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 networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
  - The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting, for all those Members who are present during the EGM through VC/OAVM.
  - Only those Members who will be present at the EGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the EGM.
  - Members who need assistance before or during the EGM may contact Ms. Mona Purandare, Company Secretary by e-mailing at [mona.purandare@tatapower.com](mailto:mona.purandare@tatapower.com)
8. The EGM shall be conducted through the Microsoft Teams platform and as the number of members is less than 50, the Chairman may decide to conduct the voting by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, Members are requested to convey their vote at [mona.purandare@tatapower.com](mailto:mona.purandare@tatapower.com)
9. Members desiring inspection of statutory registers during the EGM may send their request in writing to the Company at [mona.purandare@tatapower.com](mailto:mona.purandare@tatapower.com)

By Order of the Board of Directors,  
**For Maithon Power Limited**

**Mona Purandare**  
Company Secretary  
ACS:11327

**Registered Office:**

Corporate Center , 34, Sant Tukaram Road,  
Carnac Bunder, Mumbai 400 009.  
CIN: U74899MH2000PLC267297  
Tel: 022 67171000  
e-mail: [mona.purandare@tatapower.com](mailto:mona.purandare@tatapower.com)  
Website: [www.tatapower.com/mpl](http://www.tatapower.com/mpl)

Date: 22<sup>nd</sup> June 2022

## MAITHON POWER LIMITED

### 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 Nos.1 of the accompanying Notice dated 22nd June 2022:

**Item No.1:** In terms of Section 149 of the Act read along with the Companies (Appointment and Qualifications of Directors) Rules, 2014, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, the Board vide resolution passed on 31st March 2022, appointed Mr. Amarjit Chopra, as an Additional (Independent) Director of the Company for a period of three years commencing with effect from 31st March 2022 upto 30th March 2025. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to seek approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received from Ms. Chopra (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules"); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he/she is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he/she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"); (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he/she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his/her ability to discharge his/her duties and (v) Declaration pursuant to NSE Circular No NSE/CML/2018/24 dated June 20, 2018, that he/she has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

A brief profile of Mr Amarjit Chopra is given below

Mr Chopra is a highly acclaimed Chartered Accountant for more than 45 years, and is currently a senior partner of GSA & Associates LLP Chartered Accountants New Delhi. He is presently on the Board of TATA Power Delhi Distribution Limited, Tata Power Trading Company Limited, RICO Auto Industries Limited, RICO Investment Ltd, Roop Automotives Ltd, and ICAI Accounting Research Foundation Ltd, and is on the Board of Governors of Institute of Management Studies Ghaziabad.

He has been Vice President and then President of the Institute of Chartered Accountants of India during 2009-10 and 2010-11 respectively and also Chairman of National Advisory Committee on Accounting Standards for four years till 30th September, 2018.

He has recently been nominated by the Government of India as a member of National Financial Reporting Authority (NFRA) and also to a Group constituted by the Govt of India to make suggestions on Consultation Paper on Auditing Profession. He has been nominated by the Central Government on Bench- II of Disciplinary Committee of ICAI for a period of four years from 2018 to 2022, as Chairman of Committee to revise Companies Auditor's Report order 2016 and also on the Standing Committee for Decriminalising the Companies Act 2013. Earlier he was nominated as a member of Investor Education and Protection Fund Authority by the Central Govt. of India and also nominated by IRDA on the standing committee of Accounting Issues in Insurance Companies. He chaired several important committees that dealt with Auditing and Accounting Standards, Corporate Governance and Banking at the national level. He participated in Board meetings of IFAC, CAPA and SAFA at the international level.

He has been independent director to Bank of Baroda (2006-09) and Indian Bank (2011-14), member of the Securities & Exchange Board Committee on Disclosures and Accounting Standards, Board Member of the Insurance Regulatory Authority of India and member Audit Committee of the Reserve Bank of India.

He contributed significantly to the development of the auditing and accountancy discipline in India over the years. Besides chairing the other Committees of ICAI, he was the Chairman of Accounting Standards Board and Auditing and Assurance Standards Board of ICAI for two years each. He served the International Audit and Assurance Standards Board of IFAC as Technical Advisor during 2009- 10 and also served on the IFAC Committee of Professional Accountancy Organisation Development for a period of three years (2010-13). He was the Vice Chairman of the committee for the year 2013.

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He was appointed by the Government of India to investigate complex issues in relation to M/s Xerox India Ltd. He also served as Vice-Chairman of the High Powered Committee of ICAI that examined Satyam fraud in India and investigated several other matters during his career as professional auditor.

He has been conferred honorary membership of the Institute of Chartered Accountants of Australia and New Zealand and honorary Life membership of the Association of International Accountants London.

A prolific speaker, he has delivered more than 2900 lectures on various topics including Accounting and Auditing Standards, IFRS, Banking including Financial Inclusion, Insurance, Corporate Laws, Corporate Governance, Ethical Standards, Peer Review both in India as well as abroad. He has been included on the roster of IMF as a resource person and has conducted missions in Mauritius, Bhutan and Seychelles. He has contributed articles in journals on Accounting, Auditing and Corporate Governance and has been a part of panel discussions on these subjects on public forums.

In the opinion of the Board, Mr. Chopra, is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. Having regard to his qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company. The terms and conditions of appointment of the Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, during business hours upto the date of the Meeting.

Mr Chopra would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof where he is a Member.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, and the rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr Amarjit Chopra as Independent Directors is now being place before the Members at the General Meeting for their approval.

Accordingly, the Board commends the Special Resolution as set at Item No. 1 of the accompanying Notice in relation to the appointment of Mr. Amarjit Chopra.

Other than Mr. Chopra, none of the Directors or KMP of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of the accompanying Notice.

Mr. Chopra is not related to any other Director or KMP of the Company.

By Order of the Board of Directors,  
**For Maithon Power Limited**

**Mona Purandare**  
**Company Secretary**  
ACS:11327

**Registered Office:**

Corporate Center, 34, Sant Tukaram Road,  
Carnac Bunder, Mumbai 400 009.  
CIN: U74899MH2000PLC267297  
Tel: 022 67171000  
e-mail: [mona.purandare@tatpower.com](mailto:mona.purandare@tatpower.com)  
Website: [www.tatapower.com/mpl](http://www.tatapower.com/mpl)

Date: 22<sup>nd</sup> June 2022

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Details of the in pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings

<b>Name of the Director</b>	<b>Mr. Amarjit Chopra</b>
<b>Date of Birth</b>	27 <sup>th</sup> June 1952
<b>Date of first Appointment</b>	31 <sup>st</sup> March 2022
<b>Qualifications</b>	Chartered Accountant
<b>Relationship with other Directors and KMP of the Company</b>	Nil
<b>Expertise in specific functional areas</b>	<p>Mr Amarjit Chopra has a rich experience of more than 45 years as a Chartered Accountant. He is a senior partner of GSA &amp; Associates LLP Chartered Accountants New Delhi. He is presently on the Board of TATA Power Delhi Distribution Limited, Tata Power Trading Company Limited, RICO Auto Industries Limited, RICO Investment Ltd, Roop Automotives Ltd. He has been independent director to Bank of Baroda (2006-09) and Indian Bank (2011-14), member of the Securities &amp; Exchange Board Committee on Disclosures and Accounting Standards, Board Member of the Insurance Regulatory Authority of India and member Audit Committee of the Reserve Bank of India.</p> <p>He contributed significantly to the development of the auditing and accountancy discipline in India and has been the Chairman of Accounting Standards Board and Auditing and Assurance Standards Board of ICA , and committee for revision of Companies Auditor's Report order 2016. He has also chaired several important committees that dealt with Auditing and Accounting Standards, Corporate Governance and Banking at the national level. He participated in Board meetings of IFAC, CAPA and SAFA at the international level. He was appointed by the Government of India to investigate complex issues in relation to M/s Xerox India Ltd. He also served as Vice-Chairman of the High Powered Committee of ICAI that examined Satyam fraud in India and investigated several other matters during his career as professional auditor.</p> <p>A prolific speaker, he has delivered more than 2900 lectures on various topics including Accounting and Auditing Standards, IFRS, Banking including Financial Inclusion, Insurance, Corporate Laws, Corporate Governance, Ethical Standards ,Peer Review both in India as well as abroad</p>
<b>Directorships held in other Companies (excluding foreign companies)</b>	<ul style="list-style-type: none"> <li>• TATA Power Delhi Distribution Limited,</li> <li>• Tata Power Trading Company Limited</li> <li>• RICO Auto Industries Limited,</li> <li>• RICO Investment Limited,</li> <li>• Roop Automotives Limited,</li> <li>• ICAI Accounting Research Foundation Limited,</li> <li>• SBI Mutual Fund Trustee Company Pvt Limited</li> </ul>
<b>Committee positions held in other companies*</b>	<p><b>Audit Committee</b> <u>Chairman</u></p> <ul style="list-style-type: none"> <li>• TATA Power Delhi Distribution Limited,</li> <li>• Tata Power Trading Company Limited</li> <li>• RICO Auto Industries Limited,</li> <li>• ICAI Accounting Research Foundation Limited,</li> </ul> <p><u>Member</u></p> <ul style="list-style-type: none"> <li>• SBI Mutual Fundtrustee Company Pvt Limited</li> </ul> <p><b>Stakeholders Relationship Committee</b> <u>Member</u></p> <ul style="list-style-type: none"> <li>• RICO Auto Industries Limited</li> </ul> <p><u>Member</u></p> <p>Risk Management Committee &amp; Budget&amp; Investment Committee</p> <p><b>Corporate Social Responsibility Committee</b> <u>Chairman</u></p> <ul style="list-style-type: none"> <li>• Tata Power Trading Company Limited</li> </ul>

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<b>Remuneration</b>	Sitting Fees as approved from time to time
<b>No. of meetings of the Board attended during the year</b>	Nil
<b>Number of shares held</b>	Nil
<b>Terms and Conditions of appointment</b>	Appointment as an Independent Director, not liable to retire by rotation, for a term of 3 years, commencing with effect from 31 <sup>st</sup> March 2022 upto 30th March 2025.