

POWERLINKS TRANSMISSION LIMITED.

(A Joint Venture of **TATA POWER** & **POWERGRID**)

An ISO-9001; ISO-14001 and OHSMS-45001 Certified Company



NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING of POWERLINKS TRANSMISSION LIMITED will be held on Friday, the 16th day of July 2021 at 3.15 p.m. at shorter notice through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021 together with the reports of Board of Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares for the financial year ended 31st March 2021.
3. To appoint a Director in place of Mr. Sanjay Banga (DIN: 07785948), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. **Appointment of Mrs. Kiran Gupta (DIN: 08196580) as a Director**

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

"RESOLVED that Mrs. Kiran Gupta (DIN: 08196580) who was appointed as an Additional Director of the Company w.e.f. 1st November 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director."

5 **Appointment of Mrs. Kiran Gupta (DIN: 08196580) as CEO & Executive Director**

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

"RESOLVED THAT in accordance with the applicable provisions of Companies Act, 2013, the Company hereby approves of the appointment and terms of remuneration of Mrs. Kiran Gupta (DIN 08196580), who has been appointed by the Board of Directors as the CEO & Executive Director of the Company w.e.f 1st November 2020 upto 31st October 2022 upon the terms and conditions laid down in the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board of Directors and Mrs. Kiran Gupta."

Registered & Corporate Office:

10th Floor, DLF Tower A, District Centre Jasola, New Delhi 110025 Tel.: 91 11 45159500
Fax: 91 11 45159555 Email: powerlinks@powerlinks.co.in Website: www.powerlinks.co.in
CIN U40105DL2001PLC110714

6 Ratification of Cost Auditor's Remuneration

To determine remuneration of Cost Auditor and for this purpose to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 of the Companies Act 2013 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 1.00 Lakh (Rupees One Lakh) plus applicable taxes for each year, to M/s Sanjay Gupta & Associates, Cost Accountant, appointed by the Board, as Cost Auditor of the Company, to conduct audit of the cost records of the Company for the financial year ending 31st March 2021 and 31st March 2022.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary and or expedient to give effect to this resolution.”

Date: 12th July 2021
Place: New Delhi

By Order of the Board

Registered Office:
10th Floor, DLF Tower A,
District Centre Jasola
New Delhi-110 025

Monica Mehra
(Monica Mehra)
Company Secretary
ACS 15293

NOTES:

1. In view of the outbreak of COVID-19 and its continuation in the current year, 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)*” and General Circular No..02/2021 dated 13th 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”) have permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) and MCA Circulars, the AGM of the Company is being held through VC/ OAVM on Friday, the 16th day of July 2021 at 4.00 p.m. and voting for items to be transacted in the Notice for AGM only through show of hands. The deemed venue for the AGM shall be the registered office of the Company.
2. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item No. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of the Notice.
3. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 4 to 6 above and the relevant details of the Directors seeking appointment/ re-appointment as set out in Item Nos. 3 to 5 above as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed hereto as Annexure – A.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 AGM 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 AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
5. Corporate Members are requested to send a duly certified copy of its Board Resolution authorizing their representative to attend and vote at the AGM on their behalf.
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. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at monica.mehra@tatapower.com.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. In line with the MCA Circular dated 5th May 2020, the Company is sending this AGM Notice along with the Annual Report for FY21 in electronic form only to those Members whose e-mail addresses are registered with the Company.
9. During the AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by writing to the Company at monica.mehra@tatapower.com

- 10 As per section 107 of the Companies Act, 2013 above resolutions 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 AGM. 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 monica.mehra@tatapower.com
- 11 The instructions for Members attending the AGM through VC/OAVM are as under:
- The Members will be provided with a facility to attend the AGM through VC/OAVM through the Microsoft Teams platform and they may access the same from the link sent in their e mail. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM and pose questions.
 - Members may join the AGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to allow camera and to use Internet with a good speed to avoid any disturbance during the AGM. 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.
 - The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, for all those Members who are present during the AGM through VC/OAVM.
 - Only those Members who will be present at the AGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the AGM.
 - Members who need assistance before or during the AGM may contact Ms. Monica Mehra, by e-mailing on monica.mehra@tatapower.com

By Order of the Board of Directors,


Monica Mehra
Company Secretary
ACS 15293

Date 12th July 2021
Registered Office:
10th Floor, DLF Tower A,
District Centre Jasola
New Delhi-110 025

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. 4 to 6 of the accompanying Notice dated 12th July 2021

Item No.4 & 5:

Mrs. Kiran Gupta was appointed as an Additional Director with effect from 1st November 2020 by the Board of Directors of the Company under Section 161(1) of the Act. Mrs. Gupta holds office upto the date of the forthcoming Annual General Meeting of the Company but is eligible for appointment as a Director. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Gupta for the office of Director of the Company.

Mrs. Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and had given her consent to act as a Director.

Brief resume of Mrs. Kiran Gupta

Mrs. Kiran Gupta is an Electrical Engineer from Delhi College of Engineering and is 'GOLD' Medallist from Delhi University. Mrs. Gupta has 27 years of experience in Power Sector.

Prior to her present role as CEO & Executive Director of the Company, she was the Head (Customer Service & KCG), Tata Power-Delhi Distribution Ltd, (TPDDL), a Public Private Partnership of Tata Power with Delhi Government. During her tenure of 17 years with TPDDL, she headed diverse areas of responsibilities such as Design & Engineering, Contracts, Operations & Enforcement, Policy Advocacy, Performance Assurance (for 1.7mn customers) and Load growth/Electrification for big Pvt/Govt entities under Commercial. She has been Instrumental in driving several transformational changes through Technological interventions like ADMS, BCM, Demand Side Management and delivering Value added services to enhance customer experience.

Mrs. Gupta started her career with Tata Consulting Engineers Limited in the year 1994 and led numerous Utility and Industrial projects including the Technical feasibility study for erstwhile DVB before privatization of electricity distribution in New Delhi under 'PPP' model.

Mrs. Gupta has done Technology Innovation program at IIM-Bangalore and 'Leadership Institute Program' by BCG. She is certified for 'Total Quality Management' and 'Tata Business Excellence Model' (TBEM) and has been conferred with 'Best TBEM Assessor' award. She is also a member of Committee for Members in Industry & Business (CMI&B) framed by The Institute of Chartered Accountants of India (ICAI) to identify and address the Regulatory & Tariff related issues in the entire Power sector.

Mrs. Gupta also holds Directorships on the Boards of few group companies of Tata Power such as Tata Power Trading Company Limited, Mandakini Coal Company Limited and Dagachhu Hydro Power Corporation.

The Directors are of the view that the appointment of Mrs. Gupta as the CEO & Executive Director will be in the interest of the Company and the remuneration payable to her is commensurate with her ability and experience.

The agreement entered into between the Company and Mrs. Gupta as CEO & Executive Director contains the following terms and conditions:

1 Tenure of the Agreement

Subject as hereinafter provided; this Agreement shall remain in force from 1st November 2020 up to 31st October 2022 unless terminated earlier. This Agreement may be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.

2 Nature of Duties

The CEO & Executive Director shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

The CEO & Executive Director shall not exceed the powers so delegated by the Board as above.

The CEO & Executive Director undertakes to employ the best of her skill and ability to make her utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

3 Remuneration

So long as the CEO & Executive Director performs her duties and conforms to the terms and conditions contained in this Agreement, she shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

Salary:

- i) Remuneration: The remuneration is in line with the Tata Power's HR Manuals as adopted by the Company.
 - a) Basic Salary: During her tenure, upto a maximum basic salary of ₹ 2,69,588 per month, with authority to the Board or Board designated Committee to fix her salary within the said maximum amount from time to time. The annual increments which will be effective 1st April each year, will be decided by the Board or the said Committee, will be merit-based and take into account the Company's performance as well.
 - b) Flexi allowances: upto 80% of basic salary as mentioned under clause (a) above as per Compensation Policy applicable to her grade MC1.
 - c) Perquisites, Allowances & Benefits: as per Compensation Policy, Policy on Car & related Benefits, and Hard Furnishing Policy applicable to her grade MC1.

- d) Contribution to Provident Fund @12% of Basic and Gratuity Fund @ 4.81% of Basic as per relevant Statute and Superannuation Fund @15% of Basic as per Compensation Policy applicable to her grade MC1.
- e) The CEO & Executive Director shall be entitled to leave and leave encashment in accordance with the Rules of the Company.
- f) Performance Bonus: It is the Variable pay which is decided based on Company's performance and individual performance. The specific amount payable to the CEO & Executive Director will be based on certain performance criteria and such other parameters as may be considered appropriate from time to time, evaluated by the Board or the Committee thereof duly authorized in this behalf and will be payable annually.
- ii) Minimum Remuneration:
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the CEO & Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the CEO & Executive Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.

Your Directors recommend passing the resolutions accordingly.

Save and except Mrs. Gupta and her relatives, none of the other Directors/ key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the resolution set out at Item Nos. 4 & 5 of the Notice.

Item No. 6

In terms of Section 148 of the Companies Act 2013, the remuneration of the Cost Auditor is to be ratified by the Shareholders of the Company.

M/s Sanjay Gupta & Associates (SGA) have been appointed in casual vacancy caused by the resignation of Mr. K S Berk, Cost Accountant, Company's Cost Auditor for FY 2020-21 at a fee of Rs 1.00 Lakh plus applicable taxes and actual out of pocket expenses by the Board of Directors on the recommendation of the Audit Committee subject to Shareholders' approval.

Subsequently, M/s Sanjay Gupta & Associates (SGA) have also been appointed as Cost Auditor for FY 2021-22 by the Board of Directors on the recommendation of the Audit Committee at a fee of Rs 1.00 Lakh plus applicable taxes subject to Shareholders' approval.

SGA have furnished certificate regarding their eligibility for appointment as Cost Auditors of the Company and have vast experience in the field of cost audit.

The Shareholders may ratify the remuneration of the Cost Auditor as above.

Your Directors recommend passing the resolution accordingly.

None of the Directors or the key managerial person of the Company or their relatives is concerned or interested in the said resolution.

**Details of the Directors seeking re-appointment/appointment
at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)**

Name of Director	Mr. Sanjay K Banga	Mrs. Kiran Gupta
Date of Birth (Age)	24th July 1967 (53 years)	7 th January 1972 (49 years)
Date of Appointment	1st December 2019	1 st November 2020
Relationship with other Directors, Manager and KMP	Mr Sanjay K Banga is not related to any other Director or KMP of the Company.	Mrs. Kiran Gupta is not related to any other Director or KMP of the Company.
Expertise in specific functional areas	<p>Mr. Sanjay Kumar Banga is the President (T&D) of The Tata Power Company Limited ("Tata Power"). Before taking up his current role, he was the Chief Executive Officer of Tata Power- Delhi Distribution Limited (Tata Power-DDL)</p> <p>A power sector veteran with around three decades of experience in power generation and distribution business, he has expertise in the power sector, covering areas of Operational Technologies, Project Management, Utility Business Process Re-engineering and Regulatory Environment that are essential for strengthening of electrical utilities to meet reliability and AT&C loss reduction targets under regulatory regime.</p> <p>He started his career with National Thermal Power Corporation (NTPC) as an Engineer Trainee and was involved in the Operation & Commissioning of Super Thermal Power Projects (1989 to 1995). Prior to joining Tata Power-DDL in 2003, Mr. Banga worked with Reliance Energy (earlier known as BSES Ltd.) from 1996 to 2003.</p>	<p>Mrs. Kiran Gupta has 27 years of experience in Power Sector. Prior to her present role in the Company as CEO &ED, she was the Head (Customer Service & KCG), Tata Power-Delhi Distribution Ltd, (TPDDL).</p> <p>During her tenure of 17 years with TPDDL, she headed diverse areas of responsibilities such as Design & Engineering, Contracts, Operations & Enforcement, Policy Advocacy, Performance Assurance (for 1.7mn customers) and Load growth/Electrification for big Pvt/Govt entities under Commercial. She has been Instrumental in driving several transformational changes thru' Technological interventions like ADMS, BCM, Demand Side Management and delivering Value added services to enhance customer experience.</p> <p>Mrs. Gupta started her career with Tata Consulting Engineers Limited in the year 1994 and led numerous Utility and Industrial projects including the Technical feasibility study for erstwhile DVB before privatization of electricity distribution in New Delhi under 'PPP' model.</p>
Qualifications	An alumnus of the National Institute of Technology (NIT), Kurukshetra. And Master's in Business Administration (MBA) from Faculty of Management Studies (FMS), Delhi. He is member of the Bureau of Indian Standard (BIS) LITD10 core committee for defining	Electrical Engineer from Delhi College of Engineering and is 'GOLD' Medallist from Delhi University. Mrs. Gupta has done Technology Innovation program at IIM-Bangalore and 'Leadership Institute

	standards for Power System Control and Communication. He had successfully completed the Senior Executive Leadership Program from the most coveted Harvard Business School.	Program' by BCG. She is certified for 'Total Quality Management' and 'Tata Business Excellence Model'. She has also been conferred with the 'Best TBEM Assessor' award. She is also member of Committee for Members in Industry & Business (CMI&B) framed by ICAI to identify and address the Regulatory & Tariff related issues in the entire Power sector.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Tata Power Trading Company Limited (TPTCL) • Tata Projects Limited • Tata Power Delhi Distribution Limited (TPDDL) • TP Central Odisha Distribution Limited • TP Northern Odisha Distribution Limited • TP Southern Odisha Distribution Limited • TP Western Odisha Distribution Limited 	<ul style="list-style-type: none"> • Tata Power Trading Company Limited (TPTCL) • Mandakini Coal Company Limited • Dagachhu Hydro Power Corporation
Committee Chairmanships/ Memberships (Other Companies)	<ul style="list-style-type: none"> • Member- CSR Committee, TPDDL • Member- Audit Committee, TPDDL • Member- CSR Committee, TPTCL • Member- Audit Committee, TPTCL 	<ul style="list-style-type: none"> • Member, CSR Committee. TPTCL • Member, Audit Committee- TPTCL
Terms & Conditions of appointment	As a Director- liable to retire by rotation	Appointed as CEO & Executive Director, terms of appointment placed in the notice.
Remuneration	NA	As placed in Notice
No. of meetings of the Board attended during the year	5	2
No. of shares held: (a) Own (b) For other persons on a beneficial basis	Nil Nil	Nil Nil