



NTPC-SAIL POWER COMPANY LIMITED
(A Joint Venture of NTPC & SAIL)

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of NTPC-SAIL Power Company Limited will be held on **Thursday, 19th September, 2024** at **1300 hrs** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ending 31st March, 2024 together with the Directors’ Report and Auditor’s Report thereon, and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and Balance Sheet as on that date together with the Reports of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. To confirm payment of interim dividend for the year 2023-24 and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolutions**:

“**RESOLVED THAT** the first interim dividend at the rate of ₹0.76 per equity share of ₹10/- (Rupees Ten only) each amounting to ₹75.00 Crore declared by the Board of Directors at its meeting held on 22nd December, 2023 and the second interim dividend at the rate of ₹0.76 per equity share of ₹10/- (Rupees Ten only) each amounting to ₹75.00 Crores declared by the Board of Directors at its meeting held on 27th March, 2024 be and is hereby noted and confirmed.”

3. To fix the remuneration of the Statutory Auditors of the Company as appointed by the Comptroller & Auditor General of India and for this purpose, to consider and if thought fit, to pass the following resolutions with or without modification(s) as an Ordinary Resolutions:

“**RESOLVED THAT** the Board of Directors be and are hereby authorized to decide and fix the remuneration payable to Statutory Auditors for the Financial Year 2024-25.

RESOLVED FURTHER THAT in addition to Audit Fee and Goods and Service Tax as applicable, Statutory Auditors be reimbursed reasonable out-of-pocket expenses as decided by the Board of Directors.”

4. To appoint a Director in place of Dr. Ashok Kumar Panda (DIN: 08532039), who retires by rotation and being eligible offers himself for re-appointment and for this purpose, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof, the approval of the Shareholders be and is hereby accorded for re- appointment of Dr. Ashok Kumar Panda (DIN: 08532039) as Director of the Company.”



SPECIAL BUSINESS

5. To appoint Ms. Rachana Singh Bhal (DIN: 10390495) as Nominee Director of the Company and for this purpose, to consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules made thereunder and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Board of Directors and provisions of the Articles of Association of the Company, the appointment of Ms. Rachana Singh Bhal (DIN: 10390495) as a Nominee Director, who was appointed as an Additional Director of the Company w.e.f. 18th November, 2023, by the Board of Directors to hold the office of Director up to the date of 25th Annual General Meeting and in respect of whom, a notice has been received, pursuant to Section 160 of the Companies Act, 2013 from a shareholder of the Company signifying their intention to propose Ms. Rachana Singh Bhal as a candidate for the office of Director of the Company, be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary/CFO of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

6. To appoint Shri. Ravindra Kumar (DIN: 10523088) as Chairman & Nominee Director of the Company and for this purpose, to consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules made thereunder and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Board of Directors and provisions of the Articles of Association of the Company, the appointment of Shri. Ravindra Kumar (DIN: 10523088) as Chairman & Nominee Director, who was appointed as Chairman & Additional Director of the Company w.e.f. 10th May, 2024, by the Board of Directors to hold the office of Director up to the date of 25th Annual General Meeting and in respect of whom, a notice has been received, pursuant to Section 160 of the Companies Act, 2013 from a shareholder of the Company signifying their intention to propose Shri. Ravindra Kumar as a candidate for the office of Director of the Company, be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary/CFO of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

7. To appoint Shri. Apelagunta Kama Manohar (DIN: 10704314) as Nominee Director of the Company and for this purpose, to consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules made thereunder and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Board of Directors and provisions of the Articles of Association of the Company, the appointment of Shri. Apelagunta Kama Manohar (DIN: 10704314) as a Nominee Director, who was



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appointed as an Additional Director of the Company w.e.f. 18th July, 2024, by the Board of Directors to hold the office of Director up to the date of 25th Annual General Meeting and in respect of whom, a notice has been received, pursuant to Section 160 of the Companies Act, 2013 from a shareholder of the Company signifying their intention to propose Shri. Apelagunta Kama Manohar as a candidate for the office of Director of the Company, be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary/CFO of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above-said resolution.”

8. To ratify the remuneration of the Cost Auditors of the Company for the financial year 2024-25 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** the remuneration of ₹2,40,000/- and Goods and Service Tax payable to Cost Auditors M/s AJS & Associates for the Financial Year 2024-25 as authorized by Board of Directors be and is hereby ratified.”

By order of the Board of Directors

Dated: 27th August, 2024

Sd/-

Shagun Bajpai

Company Secretary

Add: 4th Floor, NBCC Towers,
15, Bhikaiji Cama Place,
New Delhi 110066



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NOTES:

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 and other circulars issued from time to time (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members can attend the AGM through VC/OAVM and cast their votes.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
5. In accordance with the MCA Circulars, the Notice of the AGM along with the Annual Report for financial year 2023-24 is being sent by electronic mode to the Members. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.nspcl.co.in.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. None of the Directors of the Company is in any way related with each other.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through a link on their registered email id.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
3. Further shareholders will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
4. 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 kind of aforesaid glitches.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5 Ms. Rachana Singh Bhal (DIN: 10390495) was appointed as an Additional Director, through a resolution passed by circulation w.e.f. 18th November, 2023, by the Board of Directors and in terms of section 160 of the Companies Act, 2013, she holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve her appointment as a Nominee Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Ms. Rachana Singh Bhal (DIN: 10390495), is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 5 for your approval.

Item No. 6 Shri. Ravindra Kumar (DIN: 10523088) was appointed as Chairman & Additional Director, through a resolution passed by circulation w.e.f. 10th May 2024 , by the Board of Directors and in terms of section 160 of the Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve his appointment as the Chairman & Nominee Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri. Ravindra Kumar (DIN: 10523088), is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 6 for your approval.

Item No. 7: Shri. Apelagunta Kama Manohar (DIN: 10704314) was appointed as an Additional Director, through a resolution passed by circulation w.e.f. 18th July 2024 , by the Board of Directors and in terms of section 160 of the Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve his appointment as a Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri. Apelagunta Kama Manohar (DIN: 10704314), is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 7 for your approval.

Item No. 8: Based on recommendation of the Audit Committee, appointment of M/s. AJS & Associates., Cost Accountants, as Cost Auditors for the Financial year 2024-25 was approved by the Board of Directors.

The Board of Directors in its meeting held on 30th June, 2024 has accorded approval for payment of total fee of ₹2,40,000/- and Goods and Service Tax for cost audit for the Financial year 2024-25. The reimbursement of out of pocket expenses, applicable statutory taxes/ levies, filing fee shall be in addition to fees.



एनटीपीसी- सेल पावर कम्पनी लिमिटेड
(एनटीपीसी- सेल का संयुक्त उद्यम)

केन्द्रीय कार्यालय
CORPORATE CENTRE

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As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2024-25.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 8 for your approval.

Dated: 27th August, 2024

By order of the Board
Sd/-

Shagun Bajpai
Company Secretary

**Add: 4th Floor, NBCC Towers, Bhikaiji Cama Place,
New Delhi 110066.**



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PARTICULARS OF DIRECTORS BEING APPOINTED OR RE-APPOINTED AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS

Sl. No.	Name	Dr. Ashok Kumar Panda	Ms. Rachana Singh Bhal	Shri. Ravindra Kumar	Shri. Apelagunta Kama Manohar
1.	Date of Birth and Age	01.01.1970, 54 Years	18.08.1966, 57 Years	02.10.1967, 57 Years	28.08.1965, 58 years
2.	Date of Appointment	20.09.2019	18.11.2023	10.05.2024	18.07.2024
3.	Qualification	B.E, PGDM, Ph.D	B.E., MBA (Operation Research), PG Diploma in HRM	Mechanical engineering graduate from BIT Sindri	B.tech, MBA, ICWAI(Inter), IPMA Level D, Business Law for Managers, Diploma in Safety Engineering
4.	Experience (in years)	32 years	35 years	34 years	37 years
5.	Expertise in specific functional areas	He is immensely experienced in the areas of Strategy, Finance & Accounts and Commercial in the Steel Manufacturing Sector	Her area of work has mainly comprised of Staretegic HR functions and she posseses in-depth knowledge and experience in this area. She has also earned experience in O&M and Engineering areas.	He has vast experience in Power Plant O&M, Engineering & Project Management. His experience in power sector includes exposure at various Senior Management levels.	He has gained huge experience in Operation and Maintenance of Thermal Power Plan and Project Management.
6.	Directorships held in other companies	Bhilai Jaypee Cement Limited	NTPC Vidyut Vyapar Nigam Limited (NVVN)	1) NTPC Limited 2) NTPC Tamil Nadu Energy Company Limited 3) NTPC GE Power Services Private Limited 4) NTPC Mining Limited 5) Bhartiya Rail Bijlee Company Limited	-
7.	Memberships/ Chairmanships of Committees across all other Companies	-	-	-	-
8.	Terms & Conditions	Nominated by SAIL	Nominated by NTPC	Nominated by NTPC	Nominated by NTPC
9.	Relationship with other Directors & KMP's	NIL	NIL	NIL	NIL
10.	No. of shares held in NSPCL as on 31.03.2024	NIL	NIL	NIL	NIL
11.	Attendance in Board Meeting till 31.03.2024	90%	66.66%	NIL	NIL



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CORRIGENDUM TO ANNUAL GENERAL MEETING NOTICE

This Corrigendum is being issued by NTPC-SAIL Power Company Limited ("Company") in continuation to the Annual General Meeting (AGM) Notice dated 27th August, 2024 issued for convening the 25th Annual General Meeting ("AGM") of the shareholders of the Company which is scheduled to be held on Thursday, 19th September, 2024 at 1300 hrs through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

The Shareholders and all other stakeholders of the Company are requested to note the modifications as appearing herein under w.r.t. point No. 6 of the AGM Notice.

Item No. 6 of the AGM notice along with its Explanatory Statement shall stand substituted and be read as under.

SPECIAL BUSINESS

6. To appoint Shri. Anil Kumar Jadli (DIN: 10630150) as Chairman & Nominee Director of the Company and for this purpose, to consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolutions**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Board of Directors and provisions of the Articles of Association of the Company, the appointment of Shri. Anil Kumar Jadli (DIN: 10630150) as Chairman & Nominee Director, who was appointed as Chairman & Additional Director of the Company w.e.f. 6th September, 2024, by the Board of Directors to hold the office of Director up to the date of 25th Annual General Meeting and in respect of whom, a notice has been received, pursuant to Section 160 of the Companies Act, 2013 from a shareholder of the Company signifying their intention to propose Shri. Anil Kumar Jadli as a candidate for the office of Director of the Company, be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary/CFO of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

- Item No. 6 Shri. Anil Kumar Jadli (DIN: 10630150) was appointed as Chairman & Additional Director, through a resolution passed by circulation w.e.f. 6th September 2024, by the Board of Directors and in terms of section 160 of the Companies Act, 2013, he holds office till the conclusion of this Annual General Meeting. The shareholders are requested to approve his appointment as the Chairman & Nominee Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri. Anil Kumar Jadli (DIN: 10630150), is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the Ordinary Resolution set out at Item No. 6 for your approval.

By order of the Board
Sd/-

Shagun Bajpai
Company Secretary

Add: 4th Floor, NBCC Towers, Bhikaiji Cama Place,
New Delhi 110066.



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PARTICULARS OF DIRECTORS BEING APPOINTED OR RE-APPOINTED AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS

Sl. No.	Name	Dr. Ashok Kumar Panda	Ms. Rachana Singh Bhal	Shri. Anil Kumar Jadli	Shri. Apelagunta Kama Manohar
1.	Date of Birth and Age	01.01.1970, 54 Years	18.08.1966, 57 Years	06.06.1969, 55 Years	28.08.1965, 58 years
2.	Date of Appointment	20.09.2019	18.11.2023	06.09.2024	18.07.2024
3.	Qualification	B.E, PGDM, Ph.D	B.E., MBA (Operation Research), PG Diploma in HRM	Postgraduate in Organic Chemistry and Post Graduate Diploma in Business Management in Human Resource Management	B.tech, MBA, ICWAI(Inter), IPMA Level D, Business Law for Managers, Diploma in Safety Engineering
4.	Experience (in years)	32 years	35 years	31 years	37 years
5.	Expertise in specific functional areas	He is immensely experienced in the areas of Strategy, Finance & Accounts and Commercial in the Steel Manufacturing Sector	Her area of work has mainly comprised of Staretegic HR functions and she posseses in-depth knowledge and experience in this area. She has also earned experience in O&M and Engineering areas.	He has an illustrious career encompassing both line and HR functions. He looked after various facets of HR in various projects of NTPC in different capacity including Head of HR.	He has gained huge experience in Operation and Maintenance of Thermal Power Plan and Project Management.
6.	Directorships held in other companies	Bhilai Jaypee Cement Limited	NTPC Vidyut Vyapar Nigam Limited (NVVN)	1) NTPC Limited 2) NTPC Electric Supply Company Limited 3) Convergence Energy Services Limited	-
7.	Memberships/ Chairmanships of Committees across all other Companies	-	-	-	-
8.	Terms & Conditions	Nominated by SAIL	Nominated by NTPC	Nominated by NTPC	Nominated by NTPC
9.	Relationship with other Directors & KMP's	NIL	NIL	NIL	NIL
10.	No. of shares held in NSPCL as on 31.03.2024	NIL	NIL	NIL	NIL
11.	Attendance in Board Meeting till 31.03.2024	90%	66.66%	NIL	NIL