

NOTICE

SHORTER NOTICE is hereby given that the **27th Annual General Meeting** of the Members of NTPC-SAIL Power Company Limited will be held on **14th September, 2026 at 12:00 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, 2026 together with the Directors' Report and Auditor's Report along with CAG comments 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, 2026 and Balance Sheet as on that date together with the Reports of Directors and Auditors along with CAG comments thereon be and are hereby received, considered and adopted."

2. To confirm payment of interim dividend for the year 2025-26 and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

"RESOLVED THAT the first interim dividend at the rate of ₹1.53 per equity share of ₹10/- (Rupees Ten only) each amounting to ₹150 Crores declared by the Board of Directors at its meeting held on 24th September, 2025 and the second interim dividend at the rate of ₹2.04 per equity share of ₹10/- (Rupees Ten only) each amounting to ₹200 Crores declared by the Board of Directors at its meeting held on 26th December, 2025 be and are 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 Resolution**:

"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 2026-27.

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 Shri. Anil Kumar Jadli (DIN: 10630150), who retires by rotation and 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 Shri. Anil Kumar Jadli as a Director of the Company."

SPECIAL BUSINESS

5. To appoint Shri. TK Krishnakumar (DIN: 11386225) as Nominee Director of the Company and for this purpose, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“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. TK Krishnakumar (DIN: 11386225) as Nominee Director, who was appointed as Additional Director of the Company w.e.f. 19th November 2025, by the Board of Directors to hold the office of Director up to the date of 27th 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. TK Krishnakumar 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. Vijay Chand (DIN: 11836557) as Nominee Director of the Company and for this purpose, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“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. Vijay Chand (DIN: 11836557) as a Nominee Director, who was appointed as an Additional Director of the Company w.e.f. 18th July, 2026, by the Board of Directors to hold the office of Director up to the date of 27th 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. Vijay Chand 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 ratify the remuneration of the Cost Auditors of the Company for the financial year 2026-27 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the remuneration of ₹2,40,000/- and Goods and Service Tax payable to Cost Auditors M/s ABK & Associates for the Financial Year 2026-27 as approved by the Board of Directors be and is hereby ratified.”

8. To appoint Ms. Ritu Arora (DIN: 00002455) as Nominee Director of the Company and for this purpose, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“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. Ritu Arora (DIN: 00002455) as a Nominee Director, who was appointed as an Additional Director of the Company w.e.f. 1st September, 2026, by the Board of Directors to hold the office of Director up to the date of 27th 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. Ritu Arora 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.”

By order of the Board of Directors

Sd/-

Dated: 09.09.2026

Shagun Bajpai

Company Secretary

Add: 4th Floor, NBCC Tower, 15, Bhikaji Cama Place,
New Delhi 110066

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 Circular No. 03/2025 dated 22nd September 2025 and other General circulars (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 2025-26 is being sent by electronic mode to the Members. Members may note that the Notice and Annual Report 2025-26 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.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

- Item No. 5 Shri. TK Krishnakumar (DIN: 11386225) was appointed as Additional Director, through a resolution passed by circulation w.e.f. 19th November 2025, 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 Nominee Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri. TK Krishnakumar (DIN: 11386225), 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. Vijay Chand (DIN: 11836557) was appointed as an Additional Director, through a resolution passed by circulation w.e.f. 18th July, 2026 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 Nominee Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri. Vijay Chand (DIN: 11836557), 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: Based on recommendation of the Audit Committee, appointment of M/s ABK & Associates as Cost Auditor for financial year 2026-27 was approved by the Board of Directors.

The Board of Directors in its meeting held on August 25, 2026 has accorded approval for payment of total fee of ₹ 2,40,000/- and Goods and Service Tax for cost audit for the Financial year 2026-27. The reimbursement of out of pocket expenses, applicable statutory taxes/ levies, filing fee shall be in addition to fees.

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 2026-27.

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. 7 for your approval.

Item No. 8 Ms. Ritu Arora (DIN: 00002455) was appointed as an Additional Director, through a resolution passed by circulation w.e.f. 1st September, 2026, 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. Ritu Arora (DIN: 00002455), 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. 8 for your approval.

By order of the Board
Sd/-

Dated: 09.09.2026

Shagun Bajpai
Company Secretary

Add: 4th Floor, NBCC Tower, 15, Bhikaji Cama Place,
New Delhi 110066.

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

Sl. No.	Name	Shri. Anil Kumar Jadli	Shri. Vijay Chand	Shri. TK Krishnakumar	Ms. Ritu Arora
1.	Date of Birth and Age	06.06.1969, 57 Years	18.10.1968, 57 years	16.05.1968, 58 Years	19.06.1976, 50 Years
2.	Date of Appointment	06.09.2024	18.07.2026	19.11.2025	01.09.2026
3.	Qualification	Post Graduate in Organic Chemistry, PG Diploma in HRM	B.Sc. Engineering	B. Tech (Electrical & Electronics)	Fellow Member of ICSI, Bachelor degree of Commerce, a Bachelor degree of Laws and MBA (E) in Finance
4.	Experience (in years)	33 years	36 years	36 years	25 years
5.	Expertise in specific functional areas	His area of work has mainly comprised of both line and HR functions and he possesses in-depth knowledge and experience in this area. He was instrumental in formulation and implementation of various HR strategies and initiatives.	He has vast experience in in all aspects of a Power Plant i.e. Construction , Operation and Maintenance of both sub-critical & super critical units, Renovation and Modernization along with Dismantling of old stations	He has gained extensive experience in areas of Electrical and Electronics Engineering like Power Systems, DC & AC Motors, VVVF Drives, PLCs, etc.	Her expertise spans Corporate Governance, Legal Affairs, HR, Finance and Audit, along with handling corporate actions such as IPOs, mergers, acquisitions, restructuring, bonus and preferential issues, internal audit and risk management.
6.	Directorships held in other companies	▪ NTPC Limited ▪ Aravali Power Company Private Limited ▪ Anushakti Vidyut Nigam Limited ▪ NTPC Parmanu Urja Nigam Limited	None	None	Hindustan Urvarak & Rasayan Limited
7.	Memberships/ Chairmanships of Committees across all other Companies	None	None	None	None
8.	Terms & Conditions	Nominated by NTPC	Nominated by NTPC	Nominated by SAIL	Nominated by NTPC
9.	Relationship with other Directors & KMP's	None	None	None	None
10.	No. of shares held in NSPCL as on 31.03.2026	NIL	NIL	NIL	01 share (Jointly with NTPC)
11.	Attendance in Board Meeting till 31.03.2026	100%	NIL	50%	NIL