

## NOTICE

**SHORTER NOTICE** is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Members of NTPC-SAIL Power Company Limited will be held on **11<sup>th</sup> August, 2025** at **1500 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 31<sup>st</sup> March, 2025 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 31<sup>st</sup> March, 2025 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 2024-25 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 ₹1.17 per equity share of ₹10/- (Rupees Ten only) each amounting to ₹115 Crore declared by the Board of Directors at its meeting held on 19<sup>th</sup> September, 2024 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 19<sup>th</sup> December, 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 2025-26.

**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. Mangudi Bhadrachalam Balakrishnan (DIN: 09143124), 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. Mangudi Bhadrachalam Balakrishnan as a Director of the Company.”

### **SPECIAL BUSINESS**

5. To appoint Shri. Praveen Nigam (DIN: 08540737) 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. Praveen Nigam (DIN: 08540737) as a Nominee Director, who was appointed as an Additional Director of the Company w.e.f. 2nd July 2025, by the Board of Directors to hold the office of Director up to the date of 26th 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. Praveen Nigam 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. Rajiv Pandey (DIN: 11174248) 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. Rajiv Pandey (DIN: 11174248) as Nominee Director, who was appointed as Additional Director of the Company w.e.f. 2<sup>nd</sup> July 2025, by the Board of Directors to hold the office of Director up to the date of 26th 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. Rajiv Pandey 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 2025-26 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 ABK & Associates for the Financial Year 2025-26 as authorized by Board of Directors be and is hereby ratified."

*By order of the Board of Directors*

*Sd/-*

**Dated: 04.08.2025**

**Shagun Bajpai**  
Company Secretary  
**Add:** 4<sup>th</sup> Floor, NBCC Towers,  
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 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, 19<sup>th</sup> September 2024 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 2024-25 is being sent by electronic mode to the Members. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.nspcl.co.in](http://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 Shri. Praveen Nigam (DIN: 08540737) was appointed as an Additional Director, through a resolution passed by circulation w.e.f. 2<sup>nd</sup> July 2025, 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 his appointment as a Nominee Director in this meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri. Praveen Nigam (DIN: 08540737), 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. Rajiv Pandey (DIN: 11174248) was appointed as Additional Director, through a resolution passed by circulation w.e.f. 2<sup>nd</sup> July 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. Rajiv Pandey (DIN: 11174248), 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 2025-26 was approved by the Board of Directors.

The Board of Directors in its meeting held on 23<sup>rd</sup> July, 2025 has accorded approval for payment of total fee of ₹2,40,000/- and Goods and Service Tax for cost audit for the Financial year 2025-26. 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 2025-26.



केन्द्रीय कार्यालय  
CORPORATE CENTRE

एन.टी.पी.सी-सेल पावर कम्पनी लिमिटेड  
( एन.टी.पी.सी. और सेल का संयुक्त उद्यम )

**NTPC-SAIL Power Company Limited**  
(A Joint Venture of NTPC & SAIL)



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.

**Dated: 04.08.2025**

*By order of the Board*  
*Sd/-*

**Shagun Bajpai**  
**Company Secretary**

**Add: 4<sup>th</sup> Floor, NBCC Towers, Bhikaji Cama Place,  
New Delhi 110066.**





केन्द्रीय कार्यालय  
CORPORATE CENTRE

एन.टी.पी.सी-सेल पावर कम्पनी लिमिटेड  
( एन.टी.पी.सी. और सेल का संयुक्त उद्यम )

**NTPC-SAIL Power Company Limited**  
(A Joint Venture of NTPC & SAIL)



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

Sl. No.	Name	Shri. Mangudi Bhadrachalam Balakrishnan	Shri. Praveen Nigam	Shri. Rajiv Pandey
1.	Date of Birth and Age	26.09.1966, 58 Years	16.11.1967, 57 Years	15.11.1971, 53 Years
2.	Date of Appointment	13.08.2022	02.07.2025	02.07.2025
3.	Qualification	M.Com; ACS; AICWAI; LL.B; MBA.	Bachelor of Engineering (Electrical) and CMA	Bachelor of Engineering (Electrical)
4.	Experience (in years)	33 years	32 years	32 years
5.	Expertise in specific functional areas	He has extensive knowledge of Business Planning including Corporate Budget; Corporate Accounts; Compliances under Corporate Laws and other related Statutes as Company Secretary.	He has a vast experience in various areas like Accounts, Cost & Budget, treasury Management, taxation and financial concurrence.	He has gained extensive experience in various areas like technical, commercial, safety, administrative, IT, and statutory compliance.
6.	Directorships held in other companies	SAIL- Rites Bengal Wagon Industry Private Limited	Bhilai Jaypee Cement Limited  SAIL Refractory Company Limited	-
7.	Memberships/ Chairmanships of Committees across all other Companies	-	-	-
8.	Terms & Conditions	Nominated by SAIL	Nominated by SAIL	Nominated by SAIL
9.	Relationship with other Directors & KMP's	NIL	NIL	NIL
10.	No. of shares held in NSPCL as on 31.03.2025	NIL	NIL	NIL
11.	Attendance in Board Meeting till 31.03.2025	85%	NIL	NIL