

NTPC LIMITED

CIN: L40101DL1975GOI007966

Regd. Office: NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road,
New Delhi-110 003

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ADDENDUM TO THE NOTICE OF 48th ANNUAL GENERAL MEETING OF NTPC LIMITED

Addendum to the Notice of the 48th Annual General Meeting (AGM) of NTPC Limited scheduled to be held on Thursday, 29th August, 2024 at 10:30 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, notice is hereby given to the members of NTPC Limited that the Company has received a Notice for the candidature of Shri Mahabir Prasad (DIN: 07094229) to appoint as Government Nominee Director on the Board of the Company.

Accordingly, after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall be form an integral part of the original Notice dated 2nd August 2024 of 48th AGM of the Company and the notes provided therein, for all purposes.

SPECIAL BUSINESS:

9. To appoint Shri Mahabir Prasad (DIN: 07094229), as Government Nominee Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri Mahabir Prasad (DIN: 07094229), who was appointed as Government Nominee Director, by the President of India vide Ministry of Power Order No. 8/6/2018-Th.I dated 02nd August, 2024 and subsequently appointed as Additional Director by the Board of Directors in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Government Nominee Director of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

By order of the Board of Directors

Place: New Delhi

Date: 14th August 2024

Sd/-
(Ritu Arora)

Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice of 48th AGM of the Company shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.

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

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

Item No. 9: Appointment of Shri Mahabir Prasad (DIN: 07094229) as Government Nominee Director

Shri Mahabir Prasad (DIN: 07094229), was appointed as Government Nominee Director, by the President of India vide Ministry of Power Order No. 8/6/2018-Th.I dated 02nd August, 2024 till his tenure in the Ministry of Power or until further orders, whichever is earlier. Accordingly he was appointed as an Additional Director (Govt. Nominee) w.e.f. 14th August 2024 pursuant to provisions of Section 161 on the basis of recommendation of Nomination & Remuneration Committee including PRP. The terms and conditions regulating the appointment of Shri Mahabir Prasad as Government Nominee Director shall be determined by the Government of India. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Mahabir Prasad.



His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Mahabir Prasad, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

By order of the Board of Directors

Place: New Delhi
Date: 14th August 2024

Sd/-
(Ritu Arora)
Company Secretary

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name	Shri Mahabir Prasad
Date of Birth & Age	20/09/1971 & 52 years
Date of Appointment	14 th August 2024
Qualifications	M.Sc. (Statistics), LL.B.
Expertise in Specific Functional Area	<p>Shri Mahabir Prasad (DIN: 07094229), aged 52 years, is 1998 batch officer of Indian Railway Accounts Service.</p> <p>Shri Mahabir Prasad has done M.Sc. (Statistics) from University of Delhi and is a law graduate. He has held significant positions such as Financial Advisor and Senior Divisional Accounts Officer in the Ministry of Railways, Director in the Ministry of Steel and Chief Accounts Officer in the Delhi Development Authority (DDA). He was associated with first PPP project (Pipavav Railway Corporation Limited) of Railway in his early tenure of Railway. He has rich experience in project management, financial evaluation of large projects, budgeting, policy formulation, etc.</p> <p>Shri Mahabir Prasad does not hold any shares of NTPC and he is not inter-related with other director on the Board of the Company. Further, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.</p>
Directorship held in other companies	NIL
Memberships/Chairmanship of committees across all public companies*	Audit Committee: NIL Stakeholders' Relationship Committee: NIL
Number of shares held in NTPC Ltd. as on 31.03.2024	NIL
Attendance in Board Meetings held during 2023-24	No. of meetings held: N.A. No. of meetings attended: N.A.

*In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, membership of the Audit Committee and Stakeholders' Relationship Committee have only been taken into consideration.

