

NTPC Limited

CIN: L40101DL1975GOI007966

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

Tel. no.: 011-24360959 Fax: 011-24360241

Email: csntpc@ntpc.co.in Website: www.ntpc.co.in

NOTICE

NOTICE is hereby given that the **49th Annual General Meeting** of the Members of NTPC Limited will be held on **Friday, 29th August 2025 at 10.30 A.M.** (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESSES:

1. **To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31 March 2025, the reports of the Board of Directors and Auditors thereon and the Comments of the Comptroller and Auditor General of India and, in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

Resolved that the audited Standalone & Consolidated financial statements of the Company for the financial year ended 31 March 2025, the reports of the Board of Directors and Auditors thereon and Comments of the Comptroller and Auditor General of India as circulated to the Members, be and are hereby considered and adopted.

2. **To confirm payment of interim dividend and declare final dividend for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

Resolved that a first interim dividend @ 25% (₹ 2.5 per equity share of ₹ 10/- each), second interim dividend @ 25% (₹ 2.5 per equity share of ₹ 10/- each) on the paid up equity share capital of the Company be and are hereby confirmed; and final dividend @ 33.50% (₹ 3.35 per equity share of ₹ 10/- each) on the paid up equity share capital of the company as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2024-25.

3. **To appoint Shri Jaikumar Srinivasan (DIN: 01220828), Director (Finance), who retires by rotation as a Director 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 152 and other applicable provisions of the Companies Act, 2013, Shri Jaikumar Srinivasan (DIN: 01220828) Director (Finance), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company.

4. **To appoint Shri Shivam Srivastava (DIN: 10141887), Director (Fuel), who retires by rotation as a Director 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 152 and other applicable provisions of the Companies Act, 2013, Shri Shivam Srivastava (DIN: 10141887), Director (Fuel), who retires by rotation at this meeting, being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company.

5. **To fix the remuneration of the Statutory Auditors for the financial year 2025-26 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 139(5) and 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2025-26.

SPECIAL BUSINESSES:

6. **To re-appoint Shri Gurdeep Singh (DIN: 00307037), as Chairman & Managing 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 order No. 8/1/2024-Th.I (271803) dated 18th July 2025 issued by the Ministry of Power and statutory provisions, as may be applicable, Shri Gurdeep Singh (DIN: 00307037) be and is hereby re-appointed as the Chairman & Managing Director of the Company, on terms & conditions as fixed by the Government of India and he shall not be liable to retire by rotation.

7. **To appoint Shri Anil Kumar Jadli (DIN: 10630150), as Director (Human Resources) 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Anil Kumar Jadli (DIN: 10630150), who was appointed as Director (Human Resources), by the President of India vide Ministry of Power Order No. 8/3/2023-Th.I dated 22nd August 2024 and subsequently appointed as an Additional Director and designated as Director (Human Resources) by the Board of Directors with effect from 23rd August 2024 to hold office until the date of the 48th Annual General Meeting held on 29th August 2024; and again re-appointed as an Additional Director on 29th August 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director (Human Resources) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

8. **To appoint Shri Anil Kumar Trigunayat (DIN: 07900294), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special 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, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Anil Kumar Trigunayat (DIN: 07900294), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I dated 16th April 2025 for a period of one year or until further orders and subsequently appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 17th April 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

9. **To appoint Dr. Anil Kumar Gupta (DIN: 00442146), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special 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, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Anil Kumar Gupta (DIN: 00442146), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders and subsequently appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 16th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

10. **To appoint Shri Pankaj Gupta (DIN: 03415536), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special 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, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Pankaj Gupta (DIN: 03415536), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders and

subsequently appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 16th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

11. To appoint Dr. Kanchiappan Ghayathri Devi (DIN: 07584524), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special 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, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Kanchiappan Ghayathri Devi (DIN: 07584524), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders and subsequently appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 19th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

12. To appoint Shri Sushil Kumar Choudhary (DIN: 11111980), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special 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, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sushil Kumar Choudhary (DIN: 11111980), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders and subsequently appointed as an Additional Director (Independent Director) by the Board of Directors with effect from 19th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

13. To ratify the remuneration of the Cost Auditors for the financial year 2025-26 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) thereof], the Company hereby ratifies the remuneration of ₹ 50,32,000/- (Rupees Fifty Lakh and Thirty Two Thousand only) excluding applicable statutory levies as approved by the Board of Directors payable to Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26 as per detail set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Further resolved that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

14. To appoint Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Resolved that in accordance with the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, M/s Agarwal S. & Associates, Company Secretaries (Firm Registration No. P2003DE49100), be and is hereby appointed as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26 on such remuneration as mentioned in the explanatory statement annexed to the Notice of this Annual General Meeting.

Resolved further that the Board of Directors of the Company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.

By order of the Board of Directors

Sd/-

(Ritu Arora)

Company Secretary

Place: New Delhi
Date: 07 August 2025

Notes: -

1. The Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular No. 09/2024 dated 19th September 2024 and other relevant circulars issued in this regard (collectively referred to as 'MCA Circulars') and SEBI vide circular dated 3rd October 2024 (referred to as 'SEBI Circulars') have permitted the holding of the Annual General Meeting through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars and the SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 49th Annual General Meeting (AGM) shall be the Registered Office of the Company.
3. In compliance with the statutory provisions, Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository participant/ Depositories. Members may please note that the Notice and Integrated Annual Report 2024-25 will also be available on the Company's website www.ntpc.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com> Shareholders are advised to contact Beetal Financial & Computer Services Pvt. Ltd, the Registrar and Share Transfer Agency of the Company (RTA), at the address mentioned in Para 17 below, with details like name, folio no. and self-attested copy of PAN & AADHAR in order to update their email ID.
4. Further, in terms of SEBI Listing Regulations, as amended vide circular dated 12th December 2024, for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.
5. 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. Hence, 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 such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. The Board has appointed Mr. Sachin Agarwal (Membership No. F5774 and Certificate of Practice No. 5910) or in his absence Ms. Shweta Jain (Membership No. F7152 and Certificate of Practice No. 27503) from M/s Agarwal S. & Associates, Company Secretaries, New Delhi as scrutinizers for e-voting.
8. The Scrutinizer shall submit his/her report not later than two working days of the conclusion of the AGM to the Chairman of the Company or any person authorized by him and the results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.ntpc.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of the Company are listed.
9. Corporate Members/ Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC or OAVM are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at asacs2022@gmail.com.
10. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting

or in such manner as the Company in general meeting may determine. The Members of the Company, in the 48th Annual General Meeting held on 29th August 2024, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2024-25. Accordingly, the Board of Directors has fixed audit fee of ₹ 2,92,11,840/- (Rupees Two Crore Ninety-Two Lakh Eleven Thousand Eight Hundred and Forty only) for the Statutory Auditors for the financial year 2024-25 in addition to applicable GST and reimbursement of actual travelling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2025-26 are yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2025-26.

11. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.
12. A brief resume of the Directors seeking appointment or re-appointment at the AGM, as required under Regulation 36 of SEBI Listing Regulations, is annexed hereto and forms part of the Notice.
13. None of the Directors of the Company is in any way related with each other.

DIVIDEND

14. The Board of Directors, in its meeting held on 24th October, 2024 had declared the first interim dividend @25 % (₹ 2.5 per share) on the paid-up equity share capital of the Company which was paid on 18th November, 2024. Further, the Board of Directors, in its meeting held on 25th January, 2025 had declared the second interim dividend @ 25 % (₹ 2.5 per share) on the paid-up equity share capital of the Company which was paid on 18th February, 2025. Further, the Board of Directors, in its Meeting held on 24th May 2025 has recommended a final dividend @ 33.50% (₹ 3.35 per share) on the paid-up equity share capital of the Company.
15. The Company has fixed Thursday, 4th September 2025 as record date for the purpose of payment of the final dividend. Final dividend, if approved at the AGM shall be paid on or after Thursday, 25th September 2025.

TDS on dividend

16. In accordance with the provisions of the Income Tax Act, 1961 ('the IT Act') as amended by Finance Act, 2020, with effect from 1st April 2020, dividend declared and paid by the Company is taxable in hands of shareholders. The Company shall, therefore, be required to deduct Tax at Source ('TDS') at the applicable rates on dividend payable to its shareholders. TDS rate would vary depending on the residential status of the shareholder and the documents submitted and duly accepted by the Company.

Notes:

- i. If dividend income is taxable in hands of any person other than the recipient of the dividend (eg. Clearing member/corporations), then requisite details by way of a declaration in Annexure J, available on link given under s. no. xiii should be communicated to the RTA of the Company or the Company on tdsdiv@ntpc.co.in and dividend.ntpc@taxcpc.com by Thursday, 11th September 2025, 17:00 Hours (IST).
- ii. Tax at source will not be deducted where a member provides Form 15G (applicable to Individual in case of dividend) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met. [Blank Form 15G and 15H can also be downloaded from the link given at the end of this note].
- iii. Shareholders may note that all documents to be submitted are required to be self-attested (the documents should be signed by shareholder/authorised signatory stating the document to be "certified true copy of the original"). In case of ambiguous, incomplete or conflicting information, or valid information/documents not being provided, tax at maximum applicable rate will be deducted.
- iv. In case of any discrepancy in documents submitted by the shareholder, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

- v. Recording of valid PAN in the records of Company/ RTA is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of: (as per Section 206AA of the IT Act)
- At the rate of 20%
 - rate specified in the relevant provisions of the Act
 - rates in force
- vi. Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.
- vii. Further, if PAN is not as per the database of the Income-tax Portal, it would be considered as an invalid PAN.
- viii. In the event of a mismatch in category of shareholder (individual, company, trust, partnership, local authority, Government, Association of Persons etc.) as per register of members and as per fourth letter of PAN (10-digit alphanumeric number), the Company would consider fourth letter of PAN for determining the category of shareholders and the applicable tax rate/ surcharge/ education cess.
- ix. Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per IT Act and claim an appropriate refund, if eligible.
- x. The Company shall arrange to email a soft copy of TDS certificate to you at your registered email address. Shareholders will also be able to see the credit of TDS in Form 26AS/AIS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>
- xi. In an event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.
- xii. The aforesaid documents, as applicable, are required to be emailed to tdsdiv@ntpc.co.in and dividend.ntpc@taxcpc.com on or before Thursday, 11th September 2025, 17:00 Hours (IST) to enable the Company to determine the appropriate TDS rates (if interim dividend is declared). It is advisable to send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates. No claim shall lie against the Company for taxes deducted.
- xiii. For further detail on Tax on Dividend, format of Annexure/forms, please click <https://www.ntpc.co.in/investor-updates/dividend-tds-communication>
17. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - Beetal Financial & Computer Services Pvt. Ltd. at 3rd Floor, Beetal House, 99, Madangir, Delhi-110062:
- a) A signed request letter by the first holder, mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
- i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11-digit IFSC Code;
 - iv. 9 digit MICR Code.

- b) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in demat form may please note that their bank details as furnished by the respective Depository Participants (DPs) to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Any instruction pertaining to the remittance of dividend would not be entertained other than the particulars that are mapped with the DPs.

INVESTOR EDUCATION AND PROTECTION FUND

18. Pursuant to the provisions of section 124(5) of the Companies Act, 2013, read with Regulation 61A of Securities and Exchange Board of India (LODR) (Fifth Amendment) Regulations, 2021, the Company has transferred the unclaimed Final dividend for the financial year 2016-17, Interim dividend for the financial year 2017-18, unclaimed interest on Tax Free Bonds 2013 paid in 2017-18, unclaimed interest on Tax Free Bonds 2015 paid in 2017-18 and unclaimed interest on Bonus Debenture for the financial year 2017-18 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF Rules & amendments thereto, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of closure of financial year i.e. 31 March, 2025 on the website of the Company (www.ntpc.co.in) and also on the website of the Ministry of Corporate Affairs (<https://www.iepf.gov.in>) as per timelines stated in IEPF Rules.
19. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, in the name of IEPF Authority. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Company has transferred shares to the IEPF authority from time to time. Members are advised to visit the web-link: <https://www.ntpc.co.in/iepf-details> to check details of shares transferred to IEPF authority. The procedure for claiming shares from IEPF account is also available on the website of the Company.
20. Unclaimed Final dividend for the financial year 2017-18 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 23rd November 2025 pursuant to the provisions of Section 124 of the Companies Act, 2013. Accordingly, corresponding shares on which dividend has not been paid or claimed for seven consecutive years shall also be liable to be transferred to the account of IEPF. Unclaimed interest on Tax Free Bonds 2013 and Tax-Free Bonds 2015 paid in 2018-19 will be due for transfer to the Investor Education and Protection Fund of the Central Government on 17th December 2025 and 5th October 2025, respectively. Further, Unclaimed interest on Bonus Debenture paid in 2018-19 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 25th March 2026.

WEBCASTING

21. In compliance with the provisions of Regulation 44(6) of the SEBI Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 10.30 A.M. (IST) onwards on Friday, 29th August 2025.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to agm2025@ntpc.co.in.
23. The annual accounts of the subsidiary company along with the related detailed information is available for inspection at the Corporate Office of the Company and of the subsidiary concerned and copies will be made available to Shareholders of the Company and its subsidiary company upon request.

24. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.ntpc.co.in in the Investors Section, as soon as possible after the meeting is over.

OTHER INFORMATION:

25. Further, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.
26. Members may also note that SEBI vide its Circular dated 25th January 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company.
27. SEBI vide its circular dated 16th March, 2023 mandated all listed companies to record PAN, Nomination and Contact details, Bank A/c details and specimen signature for their corresponding folio numbers of holders of physical securities. The Company has completed the process of sending letters through its RTA to the Members holding shares in physical form in relation to above referred SEBI Circular. Members holding shares in electronic form are requested to submit their details to their Depository Participant(s).
28. SEBI vide its Circular, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1st April, 2024, upon their furnishing all the aforesaid details in entirety.
29. Members, holding shares in physical form, may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debentures) Rule, 2014, any person to whom their shares in the Company shall vest on occurrence of event stated in the Form. Persons holding shares in physical form may send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant(s).
30. Pursuant to the recent SEBI circular dated 2nd July, 2025, shareholders are hereby informed that a special window has been opened from July 07, 2025 to January 06, 2026 for re-lodgement of transfer deeds that were originally lodged before April 01, 2019 but were rejected, returned, or not processed due to deficiencies in documents or process. This initiative is intended to safeguard investor interests and provide one final opportunity for shareholders who missed the earlier re-lodgement deadline of March 31, 2021. All such re-lodged securities shall be transferred only in dematerialized form, and due process will be followed for the transfer-cum-demat requests. Shareholders holding such physical securities are advised to take note and initiate the necessary steps within the stipulated window.
31. Annual listing fee for the year 2025-26 has been paid to both the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2025-26 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
32. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

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. 6: Re-appointment of Shri Gurdeep Singh as Chairman & Managing Director

Shri Gurdeep Singh (DIN: 00307037) was appointed as Chairman & Managing Director, by the President of India vide Ministry of Power Letter No. 8/1/2016-Th.I dated 28th January, 2016 for a period of five years from the date of assumption of charge of the post, or until further orders. Shri Gurdeep Singh was appointed as Chairman & Managing Director w.e.f. 4th February, 2016 on assumption of charge. Subsequently, Ministry of Power acting on behalf of the President of India, through letter no. 8/2/2020-Th.I dated 16th October, 2020, had extended the tenure of Shri Gurdeep Singh from w.e.f. 4th February, 2021 till 31st July, 2025, i.e. the date of his superannuation, or until further order, whichever is earlier. The re-appointment of Shri Gurdeep Singh as Chairman & Managing Director was approved by the shareholders in the 46th Annual General Meeting of the Company held on 28th September 2021.

Ministry of Power No. 8/1/2024-Th.I (271803) dated 18th July 2025 had conveyed re-employment of Shri Gurdeep Singh to the post of Chairman & Managing Director on contract basis for a period of one year beyond the date of his superannuation i.e. w.e.f. 1st August 2025 to 31st July 2026 or till assumption of charge of the post by the regular incumbent, or until further order, whichever is earlier. Accordingly, pursuant to the aforesaid order of Ministry of Power, the Board of Directors of your Company, in its meeting held on 29th July, 2025 on recommendation of Nomination & Remuneration Committee, appointed Shri Gurdeep Singh as an Additional Director (Chairman & Managing Director) and re-appointed him for a period of one year i.e. 1st August, 2025 till 31st July, 2026 or till assumption of charge of the post by the regular incumbent, or until further order, whichever is earlier on the terms and conditions as decided 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 Gurdeep Singh as Director of the Company.

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 is enclosed with this Notice.

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

The Board recommends the resolution for your approval.

Item No. 7: Appointment of Shri Anil Kumar Jadli (DIN: 10630150), as Director (Human Resources)

Shri Anil Kumar Jadli (DIN: 10630150), was appointed as Director (Human Resources), by the President of India vide Ministry of Power Order No. 8/3/2023-Th.I dated 22nd August 2024 till the date of superannuation or until further orders, whichever is earlier and was accordingly appointed as an Additional Director w.e.f. 23rd August 2024. His tenure was upto the date of previous Annual General Meeting i.e. 29th August 2024. He was re-appointed as an Additional Director on 29th August 2024 to hold office up to this Annual General Meeting on the basis of recommendation of Nomination & Remuneration Committee including PRP. The terms and conditions regulating the appointment of Shri Anil Kumar Jadli as Director (Human Resources) 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 Anil Kumar Jadli as director of the Company.

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 is enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Anil Kumar Jadli, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

Item No. 8: To appoint Shri Anil Kumar Trigunayat (DIN: 07900294), as an Independent Director

Shri Anil Kumar Trigunayat (DIN: 07900294) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I dated 16th April 2025 for a period of one year or until further orders. He was appointed as an Additional Director (Independent) with effect from 17th April 2025, to hold office up to this Annual General Meeting. 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 Anil Kumar Trigunayat as Director of the Company.

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 is enclosed with this notice.

Shri Anil Kumar Trigunayat has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Anil Kumar Trigunayat, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

Item No. 9: To appoint Dr. Anil Kumar Gupta (DIN: 00442146), as an Independent Director

Dr. Anil Kumar Gupta (DIN: 00442146) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders. He was appointed as an Additional Director (Independent) with effect from 16th May 2025, to hold office up to this Annual General Meeting. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Dr. Anil Kumar Gupta as Director of the Company.

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 is enclosed with this notice.

Dr. Anil Kumar Gupta has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. Anil Kumar Gupta, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

Item No. 10: To appoint Shri Pankaj Gupta (DIN: 03415536), as an Independent Director

Shri Pankaj Gupta (DIN: 03415536) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders. He was appointed as an Additional Director (Independent) with effect from 16th May 2025, to hold office up to this Annual General Meeting. 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 Pankaj Gupta as Director of the Company.

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 is enclosed with this notice.

Shri Pankaj Gupta has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Pankaj Gupta, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

Item No. 11: To appoint Dr. Kanchiappan Ghayathri Devi (DIN: 07584524), as an Independent Director

Dr. Kanchiappan Ghayathri Devi (Alias Dr. K. Ghayathri Devi) (DIN: 07584524) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders. She was appointed as an Additional Director (Independent) with effect from 19th May 2025, to hold office up to this Annual General Meeting. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Dr. K Ghayathri Devi as Director of the Company.

Her 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 is enclosed with this notice.

Dr. K. Ghayathri Devi has given a declaration to the effect that she meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. K. Ghayathri Devi, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

Item No. 12: To appoint Shri Sushil Kumar Choudhary (DIN: 11111980), as an Independent Director

Shri Sushil Kumar Choudhary (DIN: 11111980) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I (254042) dated 15th May 2025 for a period of three years or until further orders. He was appointed as an Additional Director (Independent) with effect from 19th May 2025, to hold office up to this Annual General Meeting. 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 Sushil Kumar Choudhary as Director of the Company.

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 is enclosed with this notice.

Shri Sushil Kumar Choudhary has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Sushil Kumar Choudhary, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

Item No. 13: Ratification of Remuneration payable to Cost Auditors

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.

Based on recommendation of Audit Committee, the Board of Directors in its meeting held on 21st June 2025 has accorded approval for appointment of Cost Auditors for the financial year 2025-26 at the payment of total fee of ₹ 50,32,000/- (Rupees Fifty Lakh and Thirty Two Thousand only) as under. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes/ levies shall be in addition to fees.

Sl No.	Name of the Cost Auditor	Remuneration (in ₹)
1	Dhananjay V Joshi & Associates	12,89,000
2	Niran & Co.	12,25,000
3	R M Bansal & Co.	12,18,000
4	Chandra Wadhwa & Co.	12,04,000
	Total	49,36,000
	Lead Cost Auditor' Consolidation Fee - Chandra Wadhwa & Co.	96,000
	Grand Total	50,32,000

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board of Directors recommended the passing of the proposed Resolution by members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the proposed Resolution, except to the extent of their shareholding in the Company.

Item No. 14: Appointment of Secretarial Auditor of the Company

Pursuant to the Regulation 24A & other applicable provisions of the SEBI Listing Regulations read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Board of Directors at their meeting held on 29th July, 2025, subject to approval of Members, appointment of M/s. Agarwal S. & Associates, a Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2003DE49100) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from financial year 2025-26 to FY 2029-30.

The firm has consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditor of the Company and has not incurred any of the disqualifications as specified by the SEBI.

Proposed fees & terms of appointment:

The proposed fee is as under:

F.Y. 2025-26	F.Y. 2026-27	F.Y. 2027-28	F.Y. 2028-29	F.Y. 2029-30
₹ 1,00,000	₹ 1,10,000	₹ 1,21,000	₹ 1,33,000	₹ 1,46,000

The proposed fee is exclusive of taxes as applicable and out of pocket expenses. The Board of Directors, during the term of audit may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor. The above fee includes fee payable for Secretarial Compliance Certificate under Regulation 24A of SEBI Listing Regulations, DPE Corporate Governance Audit Certificate, Corporate Governance Report under Schedule V of SEBI Listing Regulations and Certificate for non-disqualification of Directors. The Secretarial Audit will be conducted in two phases.

Considering the expertise and profile of the firm, the Board of Directors considers appointment of M/s Agarwal S. & Associates, on the terms set out above, recommends this resolution for approval of the Members.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the proposed Resolution, except to the extent of their shareholding in the Company.

By order of the Board of Directors

Sd/-
(Ritu Arora)
Company Secretary

Place: New Delhi

Date: 07 August 2025

Brief Resume of Directors seeking appointment/re-appointment

Name	Shri Gurdeep Singh	Shri Jaikumar Srinivasan	Shri Shivam Srivastava
Date of Birth & Age	07/07/1965, 60 Years	29/12/1966, 58 Years	29/12/1968, 56 years
Date of Appointment	04/02/2016	21/07/2022	30/04/2023
Qualifications	Mechanical Engineer from NIT, Kurukshetra and Management Education Program from IIM Ahmedabad	Commerce Graduate and an Associate Member of the Institute of Cost Accountants of India.	Mechanical Engineering from Kamala Nehru Institute of Technology, Sultanpur (Avadh University) and Post Graduation in Business Management
Expertise in Specific Functional Area	<p>With a distinguished career spanning over 35 years, he has led several prominent national and international organizations, including PowerGen, CESC, AES, IDFC, GSECL, and DVC.</p> <p>Shri Gurdeep Singh has undergone management and leadership training from Harvard and Oxford business schools. A visionary in the power sector, he brings comprehensive expertise across the energy value chain and is steering NTPC's transformational journey into a sustainable integrated energy company.</p> <p>Renowned for his innovation-led and people-first approach, Shri Singh has transformed NTPC into one of the world's most admired employers, known for its sustainability, inclusive growth, and pioneering CSR initiatives. His instrumental role in advancing India's clean energy transition has earned him prestigious accolades, including the S&P Platts Global CEO of the Year and the SCOPE Eminence Award.</p>	<p>Shri Jaikumar Srinivasan has more than 30 years of experience in Power and Mining sector in State and Central PSUs in the field of Finance, Accounts, Taxation, Commercial, Electricity regulation, Renewables, IT, Project development etc. with 8 years Board level exposure.</p> <p>Before his appointment as Director (Finance), NTPC Limited, he has served as Director (Finance) of NLC India Limited. He has also served as Director (Finance) of Maharashtra State Electricity and Distribution Company Limited, prior to which he was the Director (Finance) of Maharashtra State Power Generation Company, Govt. of Maharashtra entities. He also served as part time Director in Mahaguj Colliery Company Limited, UCM Coal Company Ltd. and other subsidiary companies of MAHAGENCO.</p>	<p>He joined NTPC as 13th Batch of Executive Trainee in 1988 and has also undergone a Leadership Management course from Harvard Business School, Boston (USA). In his professional career, he has accumulated over 34 years of experience with outstanding contribution in areas of Fuel Handling, Fuel management, Safety, plant operation & maintenance and in coal mining projects.</p> <p>His experience in the energy sector includes exposures as Head of Fuel Management functions, Head of Operation & Maintenance functions in power plants along with experience as Business Unit Head of two coal mining projects of NTPC.</p> <p>Prior to his elevation to the post of Director (Fuel), he was working as CGM and Business Unit Head of Pakri Barwadih Coal Mining Project of NTPC Limited where he has been instrumental in ensuring fuel security and building self-reliance in coal supply to power projects of NTPC.</p>
Directorship held in other companies	<ol style="list-style-type: none"> 1. NTPC Green Energy Limited 2. North Eastern Electric Power Corporation Limited 	<ol style="list-style-type: none"> 1. NTPC Green Energy Limited 2. INDIANOIL NTPC Green Energy Private Limited 3. ONGC NTPC Green Private Limited 4. MAHAGENCO NTPC Green Energy Private Limited 5. Green Valley Renewable Energy Limited 6. NTPC Rajasthan Green Energy Limited 	<ol style="list-style-type: none"> 1. NTPC Mining Limited 2. NTPC Electric Supply Company Limited 3. NTPC Vidyut Vyapar Nigam Limited
Memberships/Chairmanship of committees across all public companies*	Audit Committee: NIL Stakeholders' Relationship Committee: NIL	Audit Committee: NIL Stakeholders' Relationship Committee: <ol style="list-style-type: none"> 1. NTPC Limited 2. NTPC Green Energy Limited 	Audit Committee: NIL Stakeholders' Relationship Committee: NIL
Number of shares held in NTPC Ltd. as on 31.03.2025	5,828	5	270
Attendance in Board Meetings held	FY 2024-25 No. of meetings held: 12 No. of meetings attended: 12	FY 2024-25 No. of meetings held: 12 No. of meetings attended: 12	FY 2024-25 No. of meetings held: 12 No. of meetings attended: 12
-during FY 2024-25	FY 2025-26 No. of meetings held: 4 No. of meetings attended: 4	FY 2025-26 No. of meetings held: 4 No. of meetings attended: 4	FY 2025-26 No. of meetings held: 4 No. of meetings attended: 4
-during FY 2025-26 (upto 30.07.2025)			

Name	Shri Anil Kumar Jadli	Shri Anil Kumar Trigunayat	Dr. Anil Kumar Gupta
Date of Birth & Age	06/06/1969, 56 years	07/04/1956, 69 years	12/03/1966, 59 years
Date of Appointment	23/08/2024	17/04/2025	16/05/2025
Qualifications	He is a post graduate in Organic Chemistry from Garwal University and did his Post Graduate Diploma in Business Management in Human Resource Management from MDI, Gurgaon.	He is a post Graduate in Physics from the Agra/Kumaon University and also studied Russian History, Culture and Language at the Jawaharlal Nehru University, New Delhi. As a visiting fellow, he also conducted research work on "WTO and Regional Trading Blocs" at the Oxford University.	He is a post Graduate M.Sc. in Environmental Science along with advanced degrees including an M.B.A., M.A., LL.B., and Ph.D. He has also undertaken specialized courses from IIT Roorkee and IISc Bangalore.
Expertise in Specific Functional Area	Shri Anil Kumar Jadli has an illustrious career spanning over more than three decades encompassing both line and HR functions. After working in line function for around a decade, he switched over to HR function in 2004. From 2004 onwards, he looked after various facets of HR in various projects of NTPC in different capacity including Head of HR. He moved to Corporate HR in the year 2020, where he was instrumental in formulation and implementation of various HR strategies and initiatives.	Shri Anil Kumar Trigunayat is a former Indian Ambassador with over 30 years of diplomatic service across Asia, Africa, Europe, and the Americas. Post-retirement, he serves as Distinguished Fellow at the Vivekananda International Foundation, leading the West Asia Experts Group. A prolific writer and foreign policy commentator, he has authored and edited key works on West Asia and India's strategic interests. He is also a Director at Diffusion Engineers Ltd., a Peace Ambassador with Unity Earth (Australia), and an active Rotarian.	Dr. Anil Kumar Gupta is a distinguished environmentalist, visionary philanthropist, and prominent leader in India's MSME sector. With decades of service in environmental sustainability, business, social development, and governance, he currently serves on the boards of the Central Pollution Control Board and Delhi Pollution Control Committee. As Chairman of the Jhilmil CETP Society, oversees the treatment of 16.8 million litres of industrial effluent daily. He is also a former Independent Director at NAWADCO under the Ministry of Minority Affairs, Government of India. He holds leadership roles in multiple organizations such as DMA, EDMA, ITI, and DTNBWED, and has served on the JZK Committee on Waqf Property Lease Rules (2018) under the Ministry of Minority Affairs.
Directorship held in other companies	1. NTPC Vidyut Vyapar Nigam Limited 2. NTPC Electric Supply Company Limited 3. Anushakti Vidhyut Nigam Limited 4. Aravali Power Corporation Pvt Ltd 5. NTPC-Sail Power Company Limited	1. Diffusion Engineers Limited	NIL
Memberships/ Chairmanship of committees across all public companies*	Audit Committee: 1. NTPC Vidyut Vyapar Nigam Limited Stakeholders' Relationship Committee: NIL	Audit Committee: 1. NTPC Limited Stakeholders' Relationship Committee: NIL	Audit Committee: 1. NTPC Limited Stakeholders' Relationship Committee: NIL
Number of shares held in NTPC Ltd. as on 31.03.2025	NIL	NIL	NIL
Attendance in Board Meetings held	FY 2024-25 No. of meetings held: 8	FY 2024-25 NA	FY 2024-25 NA
-during FY 2024-25	No. of meetings attended: 8	FY 2025-26 No. of meetings held: 4	FY 2025-26 No. of meetings held: 3
-during FY 2025-26 (upto 30.07.2025)	FY 2025-26 No. of meetings held: 4 No. of meetings attended: 4	No. of meetings attended: 4	No. of meetings attended: 3

Name	Shri Pankaj Gupta	Dr. K Ghayathri Devi	Shri Sushil Kumar Choudhary
Date of Birth & Age	05/07/1973, 52 years	02/12/1970, 54 years	01/01/1967, 58 years
Date of Appointment	16/05/2025	19/05/2025	19/05/2025
Qualifications	Chartered Accountant	MBBS from The Tamil Nadu Dr. M.G.R. Medical University, Diploma in Medical Cosmetology from Annamalai University & MBA in Hospital management & health administration from Anna University.	MA and M. Phil from Jawaharlal Nehru University
Expertise in Specific Functional Area	Shri Pankaj Gupta runs his own independent practice, offering a wide range of professional services. His core areas of expertise include Statutory Audits, Tax Audits, Internal Audits, Stock Audits, TDS, Direct and Indirect Taxation (GST), Accounting, MCA & Corporate Compliance, Consulting, and Appeals. His area of specialization is Management & Social Services.	Dr. K. Ghayathri Devi is a Medical Practitioner at Suryaa Diagnostics since 1997. She is also actively involved in Social Service. She currently serves as Secretary & Correspondent at Sri Santhoshi Group of Educational Institutions and Director in Suriyaa Diagnostics and SSNT College, Chennai. She was a member of the State Women's Commission from the year 2007 to 2010, MLA from the year 2006 to 2011 and OSD to Ministry of Environment and Forests from the year 2011 to 2014.	His area of specialization is Ancient Indian History and International Politics. He is currently Owner-proprietor of Mukti Nath Petroleum since 2023.
Directorship held in other companies	NIL	NIL	NIL
Memberships/ Chairmanship of committees across all public companies*	Audit Committee: 1. NTPC Limited (Chairperson) Stakeholders' Relationship Committee: NIL	Audit Committee: NIL Stakeholders' Relationship Committee: 1. NTPC Limited (Chairperson)	Audit Committee: NIL Stakeholders' Relationship Committee: 1. NTPC Limited
Number of shares held in NTPC Ltd. as on 31.03.2025	70	NIL	NIL
Attendance in Board Meetings held	FY 2024-25 NA	FY 2024-25 NA	FY 2024-25 NA
-during FY 2024-25	FY 2025-26 No. of meetings held: 3	FY 2025-26 No. of meetings held: 3	FY 2025-26 No. of meetings held: 3
-during FY 2025-26 (upto 30.07.2025)	No. of meetings attended: 3	No. of meetings attended: 3	No. of meetings attended: 3

*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.

A. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Step 1: Access to NSDL e-Voting system

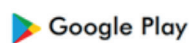
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular dated 11th November, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on login option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in "Process for those shareholders whose email ids are not registered".

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asacs2022@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the Forgot User Details/Password or Physical User Reset Password? option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to beetelrta@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to agm2025@ntpc.co.in. If you are an Individual shareholders

holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated 11th November, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

GENERAL INSTRUCTIONS FOR SHAREHOLDERS JOINING MEETING, REMOTE e-VOTING AND E-VOTING DURING AGM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The voting period begins on **Monday, 25th August, 2025 at 9:00 AM** and ends on **Thursday, 28th August, 2025 at 5:00 PM**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 22nd August 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speakers by sending their request in advance at least seven (7) days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at agm2025@ntpc.co.in. Request given on other email IDs will not be considered. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as may be appropriate for smooth conduct of the AGM. Members

who are not able to join this Meeting over video conferencing will be able to view the live webcast of proceedings of AGM on the website of the Company. The shareholders who do not wish to speak during the AGM but have queries in respect of items of businesses proposed to be transacted at the meeting, may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at agm2025@ntpc.co.in. These queries will be replied by the company suitably by email.

8. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and did not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
