



NTPC Green Energy Limited

CIN: L40100DL2022GOI396282

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

Tel. No.: 011-24362577 **Fax:** 011-24360241

Email: ngel@ntpc.co.in **Website:** www.ngel.in

NOTICE

NOTICE is hereby given that the **3rd Annual General Meeting** of the Members of **NTPC Green Energy Limited** will be held on **Thursday, 28th 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 Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st 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, with or without modification(s), the following resolution as an Ordinary Resolution:**

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

2. **To appoint Shri Shanmugha Sundaram Kothandapani (DIN: 10347322), Director (Projects), 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 Shanmugha Sundaram Kothandapani (DIN: 10347322), Director (Projects), 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.

3. **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, with or without modification(s), 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:

4. **To appoint Shri Deepak Babu (DIN: 11100474), 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 Deepak Babu (DIN: 11100474), who was appointed as an Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I(part-III)(276348) dated 8th May 2025 for a period of three years or until further orders and subsequently appointed as an Additional Director (Independent) by the Board of Directors with effect from 14th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

5. **To appoint Ms. Phalguni Patra (DIN: 11099115), 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, Ms. Phalguni Patra (DIN: 11099115), who



was appointed as an Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I(part-III)(276348) dated 8th May 2025 for a period of three years or until further orders and subsequently appointed as an Additional Director (Independent) by the Board of Directors with effect from 14th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

6. To appoint Shri Brajesh Kumar Singh (DIN: 11101010), 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 Brajesh Kumar Singh (aka Shri Brajesh Raman) (DIN: 11101010), who was appointed as an Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.I(part-III)(276348) dated 8th May 2025 for a period of three years or until further orders and subsequently appointed as an Additional Director (Independent) by the Board of Directors with effect from 14th May 2025, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

7. To ratify the remuneration of the Cost Auditors 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 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)], the Company hereby ratifies the remuneration of ₹ 1,25,000/- (Rupees One Lakh and Twenty-Five thousand only) excluding applicable taxes and travelling & daily allowance, 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 2024-25 as per detail set out in the 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.

8. 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 Kumar Naresh Sinha & Associates, Company Secretaries (Firm Registration No. S2015UP440500), 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 terms & conditions as mentioned in the explanatory statement.

Further resolved 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

Place: New Delhi
Date: 05.08.2025

Sd/-
(Manish Kumar)
Company Secretary





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. 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.
3. 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 3rd Annual General Meeting (AGM) shall be the Registered Office of the Company.
4. In compliance with the statutory guidelines, Notice of the AGM along with the 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 Annual Report 2024-25 will also be available on the Company's website i.e. www.ngel.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/>.
5. Further, in terms of SEBI Listing Regulations, 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.
6. 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.
7. 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.
8. The Board has appointed Shri Amit Kaushal (Membership No. F6230 and Certificate of Practice No. 6663) or in his absence Shri Alok Kumar Tripathi (Membership No. A27448 and Certificate of Practice No. 13447) from M/s A. Kaushal & Associates, Company Secretaries, New Delhi as scrutinizers for e-voting. The voting period begins on **Sunday, 24th August, 2025 at 9:00 AM** and ends on **Wednesday, 27th 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 **Thursday, 21st August 2025** may cast their vote electronically.
9. Members of the Company under the category of Institutional Investors are requested to attend and vote at the AGM through VC. 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 or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at aka_pcs@yahoo.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 2nd Annual General Meeting held on 23rd September 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 ₹12,50,000/- 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. A brief resume of the Directors seeking appointment or re-appointment at AGM, as required under Regulation 36 of SEBI Listing Regulations, is annexed hereto and forms part of the Notice.
12. None of the Directors of the Company is in any way related with each other.

WEBCASTING

13. 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 **Thursday, 28th August 2025**.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. 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 for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM at the registered office during business hours. Members seeking to inspect such documents can send an email to ngel@ntpc.co.in.
15. The annual accounts of the subsidiary company along with the related detailed information is available for inspection at the Registered Office of the Company and of the subsidiary concerned and copies will be made available to Shareholders of the Company upon request.
16. The recorded transcript of the AGM shall also be made available on the website of the Company www.ngel.in in the Investors Section, as soon as possible after the Meeting is over.

OTHER INFORMATION:

17. As per SEBI notification dated 8th June, 2018 read with notification dated 24th January 2022, any requests for effecting transfer/ transposition/ transmission of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding shares in physical form, are advised to dematerialize their shares.
18. Members holding shares in physical form and who have not updated their E-mail ids with the Company are requested to register / update their e-mail ids by sending either physical copy of duly filled in Form ISR-1 to the RTA Kfin Technologies Limited at Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana or by sending the same by email at einward.ris@kfintech.com.
19. Members holding shares in dematerialized (demat) mode are requested to register / update their e-mail ids with the relevant DPs. In case of any queries / difficulties in registering the e-mail id, members may write to ngel@ntpc.co.in.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to update their PAN with their Depository Participant/ RTA of the Company.
21. 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).
22. 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.
23. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.





Annexure to 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. 4: To appoint Shri Deepak Babu (DIN: 11100474), as an Independent Director

Shri Deepak Babu (DIN: 11100474) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I(part-III)(276348) dated 8th May 2025 for a period of three years or until further orders. He was appointed by the Board of Directors as an Additional Director (Independent) with effect from 14th 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 Deepak Babu 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 are enclosed with this notice.

Shri Deepak Babu 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 Deepak Babu, 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. 5: To appoint Ms. Phalguni Patra (DIN: 11099115), as an Independent Director

Ms. Phalguni Patra (DIN: 11099115) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I(part-III)(276348) dated 8th May 2025 for a period of three years or until further orders. She was appointed by the Board of Directors as an Additional Director (Independent) with effect from 14th 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 Ms. Phalguni Patra 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 are enclosed with this notice.

Ms. Phalguni Patra 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 Ms. Phalguni Patra, 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. 6: To appoint Shri Brajesh Kumar Singh (DIN: 11101010), as an Independent Director

Shri Brajesh Kumar Singh (aka Shri Brajesh Raman) (DIN: 11101010) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.I(part-III)(276348) dated 8th May 2025 for a period of three years or until further orders. He was appointed by the Board of Directors as an Additional Director (Independent) with effect from 14th 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 Brajesh Kumar 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 are enclosed with this notice.

Shri Brajesh Kumar Singh 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 Brajesh Kumar Singh, 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. 7: Ratification of Remuneration payable to Cost Auditors

Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2024-25 was decided by the Board of Directors. The Board of Directors in its meeting held on 23rd September 2024 has accorded approval for payment of total fee of ₹ 1,25,000/- (Rupees One Lakh and Twenty-Five thousand only) for cost audit for the Financial year 2024-25. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes/ levies and travelling & daily allowance 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 2024-25.

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 said Ordinary Resolution.

Item No. 8: 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 28th July, 2025 had approved, subject to approval of Members, appointment of M/s Kumar Naresh Sinha & Associates, Company Secretaries, a Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2015UP440500) 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 vide the said SEBI Circular.

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
₹ 90,000	₹ 99,000	₹ 1,09,000	₹ 1,20,000	₹ 1,32,000

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 Kumar Naresh Sinha & Associates, on the terms set out above, recommends this resolution for approval of the Members by way of an Ordinary Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution.

By order of the Board of Directors

Place: New Delhi
Date: 05.08.2025

Sd/-
(Manish Kumar)
Company Secretary





Brief Resume of Directors seeking appointment/re-appointment

Name	Shri Kothandapani Shanmugha Sundaram	Shri Deepak Babu	Shri Brajesh Kumar Singh	Ms. Phalguni Patra
Date of Birth & Age	21.05.1967, 58 years	06.07.1960, 65 years	13.06.1971, 54 years	01.03.1975, 50 years
Date of Appointment	11.01.2024	14.05.2025	14.05.2025	14.05.2025
Qualifications	Shri K. Shanmugha Sundaram is a Electronics and Communication Engineering graduate from Govt. College of Technology, Coimbatore and PGDM from MDI Gurgaon in the area of Strategy & Finance.	CA Deepak Babu is a Fellow member of the Institute of Chartered Accountants of India and has Master's Degree in Commerce from Rohilkhand University Bareilly.	Shri Brajesh Kumar Singh is a graduate in Political Science.	Ms. Phalguni Patra is a graduate in Arts.
Expertise in Specific Functional Area	He has over 35 years of diverse experience across project execution, commissioning, and O&M of 110–800 MW units in both greenfield and brownfield projects across India. He played a key role in NTPC's first supercritical project at Sipat and held various roles at NTPC Darlipali. As Head of Project at NTPC Barauni (720 MW), he led successful commissioning post-takeover from BSEB.	He has experience of more than 40 years. He is a senior partner of M/s Deepak Babu & Associates Chartered Accountants Moradabad. He has wide experience in finance, accounts and taxation matters.	He has a wealth of experience spanning over three decades in the fields of Humanities, Social Services and Corporate Social Responsibility (CSR). He continues to contribute meaningfully towards nation-building efforts through his dedication to humanitarian values and social equity.	She has extensive experience in the field of Social Services. Over the years, she has been actively involved in initiatives aimed at community development, social empowerment, and inclusive growth. With a unique blend of expertise in both Business and Social Services, Ms. Phalguni Patra has a strategic perspective to social impact initiatives.
Directorship held in other companies	1. NTPC Limited 2. Meja Urja Nigam Private Limited 3. NTPC Renewable Energy Limited 4. Patratu Vidyut Utpadan Nigam Limited 5. Anushakti Vidhyut Nigam Limited 6. NTPC UP Green Energy Limited 7. NTPC Parmanu Urja Nigam Limited 8. NTPC Rajasthan Green Energy Limited 9. AP NGEL Harit Amrit Limited	NIL	NIL	NIL
Memberships/ Chairmanship of committees across all public companies*	Audit Committee: 1 Stakeholders' Relationship Committee: 1	Audit Committee: 1 Stakeholders' Relationship Committee: NIL	Audit Committee: NIL Stakeholders' Relationship Committee: 1	Audit Committee: 1 Stakeholders' Relationship Committee: NIL
Number of shares held in NTPC Green Energy Limited as on 31.03.2025	NIL	NIL	NIL	NIL
Attendance in Board Meetings held during FY 2024-25 during FY 2025-26 (upto 30.07.2025)	FY 2024-25 No. of meetings held: 20 No. of meetings attended: 20 FY 2025-26** No. of meetings held: 4 No. of meetings attended: 4	FY 2024-25 NA FY 2025-26** No. of meetings held: 2 No. of meetings attended: 2	FY 2024-25 NA FY 2025-26** No. of meetings held: 2 No. of meetings attended: 2	FY 2024-25 NA FY 2025-26** No. of meetings held: 2 No. of meetings attended: 2

*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.

** Meetings held after his/her appointment



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 November 11, 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 during the meeting. Existing IDeAS (Internet-based Demat Account Statement) user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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 held 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"> 1. 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. 2. 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. 3. 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. 4. 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 above mentioned 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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 eservices 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:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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 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 aka_pcs@yahoo.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 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 einward.ris@kfintech.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 einward.ris@kfintech.com. 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 November 11, 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.

B. 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 **Sunday, 24th August, 2025 at 9:00 AM and ends on Wednesday, 27th 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 Thursday, 21st August 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 ngel@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 ngel@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.

