

 <p>एनपीसी आईएल NPCIL भारत सरकार का उद्यम भारत सरकार का उद्यम भारत सरकार का उद्यम</p>	<p>न्यूक्लियर पावर कॉर्पोरेशन ऑफ़ इंडिया लिमिटेड NUCLEAR POWER CORPORATION OF INDIA LIMITED (भारत सरकार का उद्यम A Government of India Enterprise) Registered Office : 16th floor, Centre-I, World Trade Centre, Cuffe Parade, Colaba, Mumbai – 400 005.</p> <p>सी आई एन CIN : U40104MH1987GOI149458 Website : www.npcil.nic.in Tel (022) 6399 6000, 2218 0281 email id: cswtc@npcil.co.in</p>	
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------

No. NPCIL:CS:EGM 1/2026-27: 196

NOTICE

Notice is hereby given that the Extraordinary General Meeting (“EGM”) No. 1/2026-27 of the Members of the Nuclear Power Corporation of India Limited (“Company” or “NPCIL”) will be held on Tuesday, the 23rd day of June 2026 at 10.30 a.m. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

Special Business:

1. **To approve the enhancement of Borrowing Powers of Board of Directors from the existing Rs. 120,000 Crore to Rs. 130,000 Crore and to consider and if thought fit, to pass with or without modifications(s), the following Resolution as a Special Resolution:**

“RESOLVED THAT *in supersession of Special Resolution passed for enhancing the Borrowing Powers to Rs. 120,000 Crore, approval of which was obtained from the Shareholders of the Company in the Extra-Ordinary General Meeting No. 1 of FY 2025-26 held on 19th December 2025*, the consent of the Shareholders be and is hereby accorded to the Board of Directors, under section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like from time to time any sum or sums of money at its discretion from National / International Financial Institutions / Banks or from Public / Bodies Corporate or from Government Body / Corporation or Government of India or by way of issue of Bonds / Rupee Linked Bonds from Domestic / International / Overseas sources, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) **shall not exceed in the aggregate at any time Rs. 130,000 Crore (Rupee One Lakh Thirty Thousand Crore only)** irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves.

३

RESOLVED FURTHER THAT pursuant to the provisions of section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company, to mortgage and / or create charge on all or anyone or more of the moveable / immoveable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of National/ International Financial Institutions / Banks / Multilateral, Bilateral Institutions, etc. hereinafter referred as "the lenders" and Trustees to the Lenders and Bondholders to secure any Term Loans / Cash Credit Facilities / Debentures / Bonds or the like, obtained / to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s) expenses and all other monies payable by the Company to such lenders under the respective loan/ other agreement(s) entered / to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and it shall always be deemed to have been so authorized to finalise and execute with the lenders / trustees the requisite agreement, documents, deeds and writings for borrowing and / or for creating the aforesaid mortgage(s) and / or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above Resolutions."

2. **To approve the offer or invitation to subscribe to Non-Convertible Debentures upto Rs. 17,000 Crore on private placement** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and other applicable laws, if any, each as may be applicable and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from concerned statutory or regulatory authority(ies), the approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured Redeemable Non-Convertible Debentures (NCDs) during a period of one year from the date of passing of this Special Resolution, in one or more series/tranches, aggregating upto Rs. 17,000 Crore (Rupees Seventeen Thousand Crore) by private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and

consider proper and most beneficial to the Company subject to the total borrowings of the Company approved by the Shareholders under section 180(1)(c) of Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts and deeds, things, matters as may be necessary and expedient for giving effect to the above Resolution and to sub delegate any or all activities mentioned above.”

3. **To approve the appointment of Shri Sonal Bajaj (DIN 11432646) as a Director (Finance) of the Company** 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, and*
- *2nd proviso to Regulation 17 (1C) (a) and 2nd proviso to Regulation 62D(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,*

Shri Sonal Bajaj (DIN 11432646), who has been appointed as Director (Finance), by the President of India vide Department of Atomic Energy(DAE)'s Order No.1 / 1(20)/ 2011-Power/ 15945 dated 03rd December 2025, received by the Company vide email dated 05th December 2025, and whose appointment has been effective from 29th December 2025 i.e. date of assumption of charge, be and is hereby appointed as Director (Finance) of the Company on terms and conditions as may be fixed by the Government of India, for a tenure of five years or until further orders from DAE, whichever is earlier.”

4. **To approve the appointment of Shri Nitin R. Choudhary (DIN 07732661) as a Director (Human Resources) of the Company** 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, and*
- *2nd proviso to Regulation 17 (1C) (a) and 2nd proviso to Regulation 62D(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,*

Shri Nitin R. Choudhary (DIN 07732661), who has been appointed as Director (Human Resources), by the President of India vide Department of Atomic Energy(DAE)'s Order No. 101(1)/1/2025-Power/ 4880 dated 23rd April 2026, received by the Company vide email dated 23rd April 2026, and whose appointment has been effective from 01st May 2026 i.e. date of

assumption of charge, be and is hereby appointed as Director (Human Resources) of the Company on terms and conditions as may be fixed by the Government of India, for a tenure till the date of his superannuation i.e.. 30.06.2029, or until further orders from DAE, whichever is earlier.

By Order of the Board
For NUCLEAR POWER CORPORATION OF INDIA LIMITED



(Varsha A. Bhagat)
Company Secretary

Place : Mumbai.
Date : 29.05.2026

ANNEXURE TO NOTICE

Explanatory Statement setting out the material facts relating to Special Business pursuant to Section 102 (1) of the Companies Act, 2013.

Item No. 1

To approve the enhancement of Borrowing Powers of Board of Directors from the existing Rs. 120,000 Crore to Rs. 130,000 Crore.

Article 26 relating to the Borrowing Powers of the Articles of Association of the Company provides as under :

“ARTICLE 26 : Subject to the approval of the President and the provisions of Sections 58A, 292 and 293 (1) (d) of the Act, the Board may by means of a resolution passed at a meeting of the Board from time to time, borrow from national and international financial institutions / banks or from the public or from government corporations on terms and conditions deemed appropriate and / or secure the repayment of any sum or sums of money borrowed for the purpose of the Company, provided that no approval of the president would be necessary for borrowing from banks, public sector financial institutions or from government corporations for the purpose of meeting working capital requirements on the hypothecation of the Company’s current assets or otherwise. In particular, the Board may borrow money by issue of bonds, perpetual or redeemable debentures / bonds against any mortgage, charge or other security on the property of the Company including the uncalled capital of the Company for time being.”

The corresponding provisions to section 58A, 292 and 293 (1) (d) of the Companies Act, 1956 in the Companies Act, 2013 are section 73, 179 and 180(1) (c) respectively.

As per the provisions of Article 26 of the Articles of Association read with applicable provisions of the Companies Act, 2013, the Board of Directors of the Company can accept deposit or borrow money and / or secure payment of any sum or sums of money which together with money already borrowed by the Company, does not exceed the aggregate of the paid-up capital and free reserves of the Company. As such, for borrowing by the Board within the limit prescribed under section 180 of the Companies Act, 2013 approval of the Shareholders is not required.

Section 73 of the Companies Act, 2013 deals with acceptance of deposits by Companies. Section 179 relates to the powers of Board of Directors.

Section 180(1) (c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall only with the consent of the Company by a Special Resolution – Borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business.

Explanation – For the purpose of this clause, the expression “temporary loans” means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character but does not include loans raised for the purpose of financial expenditure of a capital nature.

Section 2(43) defines “free reserves” means such reserves which, as per the latest audited balance sheet of a company, are available for distribution as dividend:

Provided that –

- i. any amount representing unrealized gains, notional gains or revaluation of assets, whether shown as a reserve or otherwise, or
- ii. any change in carrying amount of an asset or of a liability recognized in equity, including surplus in profit and loss account on measurement of the asset or the liability at fair value, shall not be treated as free reserves.

The paid-up equity capital is Rs. 23371.48 Crore as on March 31, 2026 and free reserves is Rs. 49982.54 Crore as per the Audited financial statement as on March 31, 2026. The aggregate of capital and free reserves is Rs. 73354.02 Crore.

Keeping in view the Projected Expenditure (CAPEX) requirements, the total projected borrowing is likely to exceed paid-up capital and free reserves, it is proposed to seek the approval of Shareholders to enhance the Borrowing Powers from the existing Rs. 120,000 Crore to Rs. 130,000 Crore.

The Board of Directors in its 236th meeting held on 21st May 2026 has accorded its consent to obtain the shareholders’ approval to the proposal.

In pursuance of section 180(1)(c) of the Companies Act, 2013 approval of the Shareholders is required to borrow money in excess of paid-up capital of the Company and its free reserves and to create security by way of creating mortgage and / or charge on moveable / immoveable properties of the Company, approval of the Shareholders is required under 180(1)(a) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the Resolution.

The consent of the Shareholders is sought for passing the aforesaid resolution as a Special Resolution.

The Board recommends the Special Resolution for approval by the shareholders.



Item No. 2

To approve the offer or invitation to subscribe to Non-Convertible Debentures upto Rs. 17,000 Crore on private placement

Keeping in view the Company's projections, business plan and objectives, the Company may need to raise funds in one or more tranches by issuing debt instruments.

The Board of Directors in its 236th meeting held on 21st May 2026 approved the borrowing plan for FY 2026-27. The Board of Directors in the said meeting has proposed to obtain the consent of the members of the Company for borrowing/raising funds by issue of debt instruments in one or more tranches as per the structure and within the limits permitted by regulatory authorities, if any to eligible investors of an amount not exceeding Rs.17,000 Crore.

The Borrowing would be made by the Company in accordance with the applicable statutory guidelines.

Under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making a private placement of its securities is required to obtain the approval of the members by way of a Special Resolution for each offer or invitation before making such offer. However, in case of offer for NCDs, it shall be sufficient if the company passes a prior Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the Resolution.

The consent of the Shareholders is sought for passing the aforesaid resolution as a Special Resolution.

The Board recommends the Special Resolution for approval by the shareholders.

Item No. 3

To approve the appointment of Shri Sonal Bajaj (DIN 11432646) as a Director (Finance) of the Company.

Shri Sonal Bajaj (DIN 11432646) was appointed as a Director (Finance) of the Company by the President of India vide Department of Atomic Energy(DAE)'s Order No.1 / 1(20)/ 2011-Power/ 15945 dated 03rd December 2025, received by the Company vide email dated 05th December 2025. The appointment of Shri Sonal Bajaj as a Director (Finance) was effective from 29th December 2025 i.e. date of assumption of charge.

His appointment as a Director of Company shall be on such terms and conditions as may be fixed by the Government of India. The appointment is for a tenure of five years or until further orders from DAE, whichever is earlier.

His brief resume, details regarding nature of expertise in specific functional areas, shareholding in the Company, if any, other Directorships, if any, membership and chairmanship, if any in committees and other particulars are enclosed with the Notice.

Shri Sonal Bajaj is also Chief Finance Officer of the Company w.e.f. 14th February 2026.

Except for Shri Sonal Bajaj, none of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the Resolution.

The consent of the Shareholders is sought for passing the aforesaid resolution as an Ordinary Resolution.

The Board recommends the Ordinary Resolution for approval by the shareholders.

Item No. 4

To approve the appointment of Shri Nitin R. Choudhary (DIN 07732661) as a Director (Human Resources) of the Company

Shri Nitin R. Choudhary (DIN 07732661) was appointed as a Director (Human Resources) of the Company by the President of India vide Department of Atomic Energy(DAE)'s Order No. 101(1)/1/2025-Power/ 4880 dated 23rd April 2026, received by the Company vide email dated 23rd April 2026. The appointment of Shri Nitin R. Choudhary as a Director (Human Resources) was effective from 01st May 2026 i.e. date of assumption of charge.

His appointment as a Director of Company shall be on such terms and conditions as may be fixed by the Government of India. The appointment is for a tenure till the date of his superannuation i.e.. 30.06.2029, or until further orders from DAE, whichever is earlier.

His brief resume, details regarding nature of expertise in specific functional areas, shareholding in the Company, if any, other Directorships, if any, membership and chairmanship, if any in committees and other particulars are enclosed with the Notice.

Except for Shri Nitin R. Choudhary, none of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the Resolution.

The consent of the Shareholders is sought for passing the aforesaid resolution as an Ordinary Resolution.

The Board recommends the Ordinary Resolution for approval by the shareholders.

By Order of the Board
For NUCLEAR POWER CORPORATION OF INDIA LIMITED



(Varsha A. Bhagat)
Company Secretary

Place : Mumbai.
Date : 29.05.2026

Enclosures:

- a) Brief Resume of Directors being appointed at the EGM
- b) Notes
- c) Instructions for joining the Meeting and voting during EGM
- d) MCA's General circular No 3/2025 dated 22.09.2025

Brief Resume of Directors being appointed at the EGM

Sr.	Particulars	Shri Sonal Bajaj	Shri Nitin R. Choudhary
1	Date of Birth and Age	27 th January 1972; 54 years	29 th June 1969; 56 years
2	Date of appointment	29 th January 2025	1 st May 2026
3	Qualification	<ul style="list-style-type: none"> 1998 batch of Indian Revenue Service (Customs and Indirect Taxes). B.Tech degree in Mechanical Engineering from IIT Kanpur. Masters in Nuclear Engineering and Technology from IIT Kanpur. 	<ul style="list-style-type: none"> Civil Engineering from VJTI, Mumbai MBA from Indian Institute of Finance (1992–94). CFA from Institute of Chartered Financial Analysts of India in 1998 Bachelor of Laws (LL.B.) from University of Mumbai in 2009. Master of Laws (LL.M. Professional) from Maharashtra National Law University Mumbai in 2021. Associate and Membership examinations of the Chartered Institute of Arbitrators (London) in August 2025 and February 2026
4	Expertise in Specific Functional areas	<ul style="list-style-type: none"> Customs Central Excise Intelligence & Investigations Tax Research Served in various capacities across multiple segments in the Central Government Cabinet Secretariat matters. Assignments in the Indian High Commission in Canberra (Australia) for three years and the North Eastern region of India for three years. 	<ul style="list-style-type: none"> Power Purchase Agreements with distribution companies Determination of tariff for nuclear power generation Resource mobilisation through term loans and bonds for project financing Financial appraisal and evaluation of new nuclear projects Commercial and financial assessment of contracts and associated claims Representation of NPCIL before regulatory and judicial forums such as the Central Electricity Regulatory Commission (CERC), Appellate Tribunal for Electricity (APTEL), and the Hon'ble Supreme Court of India.
5	Directorship, if any held in other companies	None	Uranium Corporation of India Limited
6	Membership/ Chairmanships of Committees*, across all public companies *Audit Committee and Stakeholder Relationship Committee	<ul style="list-style-type: none"> Permanent Invitee to Audit Committee, NPCIL Member, Stakeholders Relationship Committee, NPCIL 	None
7	Number of shares, if any held in NPCIL as on 31.03.2026	None in personal capacity.	None in personal capacity.
8	Attendance in Board Meeting	2/2 = 100%	1/1 = 100%

B

Notes:

1. The MCA, GOI vide General circular No 3/2025 dated 22.09.2025 (**MCA Circular**, enclosed herewith) permitted the holding of the Annual General Meeting ('AGM') and Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. The EGM of the Company is being held through VC / OAVM. This EGM shall be deemed to be held at the Registered Office of the Company.
2. In compliance with the MCA Circular, Notice of the EGM is being sent only through electronic mode to the Members at email addresses registered with the Company.
3. Since this EGM is being held through VC / OAVM pursuant to the MCA Circular, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form is not annexed hereto. However, in terms of the provisions of Section 113 of the Act, representatives of the body corporate can attend the EGM through VC/OAVM and cast their votes through show of hands/poll during the meeting.
4. 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 EGM. 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 EGM. Members seeking to inspect such documents can send an email to cswtc@npcil.co.in.
5. Since this EGM is being held through VC / OAVM, route Map to the venue of the EGM is not required and hence not annexed hereto.

INSTRUCTIONS FOR JOINING THE MEETING AND VOTING DURING EGM:

- (i) The EGM in the VC/OAVM mode will be held through Video Conferencing Mode and the link will be shared separately on registered email ids of participants.
- (ii) The Members can join the same 15 minutes before and after the scheduled time of the commencement of the Meeting.
- (iii) Shareholders are requested to allow Camera & Microphone of the device they are attending the meeting from and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) As permitted through the MCA Circular, the attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (v) Unless a poll is demanded by any member, the Chairman may decide to conduct a vote by show of hands.
- (vi) Shareholders may ask their questions during the meeting. They may also send their questions in advance along with necessary particulars on email id cswtc@npcil.co.in.
- (vii) In case members have any queries or issues regarding attending EGM & voting during the EGM, may contact Ms. Varsha Bhagat, Company Secretary, NPCIL at varshabhagat@npcil.co.in or 9322281648 or cswtc@npcil.co.in.

VB



File No. Policy-17/57/2021-CL-V-MCA

भारत सरकार /Government of India

कॉर्पोरेट कार्य मंत्रालय /Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. Rajendra Prasad Road, New Delhi 110001

Dated: 22.09.2025

To,

The DGC&A,
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Clarification on holding of Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder - reg.

Sir/Madam,

In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024, and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

2. However, it is hereby clarified that this General Circular shall not be construed as conferring any extension of statutory time for holding of AGMs by the companies under the Companies Act, 2013 (the Act) and the companies which have not adhered to the relevant statutory timelines shall be liable to legal action under the appropriate provisions of the Act.

3. Further, in continuation to this Ministry's General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024, and after due examination, it has also been decided to allow companies to conduct their EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars till further orders. All other requirements provided in the said Circulars shall remain unchanged.

(1)

4. This issues with the approval of the Competent Authority.

Yours faithfully,



(Dr. Amit Kumar)

Deputy Director, Policy

Copy to:

1. e-Governance Section and Web Content officer to place the Circular on MCA Website.
2. Guard File.

(2)