



NOTICE OF 13th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirteenth (13th) Annual General Meeting** of the Members of NTPC BHEL Power Projects Private Limited will be held at shorter notice on **Monday, the 25th day of October, 2021** at **04:30 P.M.** through **Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”)** to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2021, the Profit & Loss statement and Cash Flow Statement for the financial year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To authorize the Board of Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2021-22.

SPECIAL BUSINESSES:

3. To appoint Shri Shakil Kumar Manocha (DIN- 09313368), as Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Shakil Kumar Manocha (DIN- 09313368), who was nominated by BHEL and appointed as an Additional Director by the Board of Directors with effect from 9th September, 2021 to hold Office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

4. To appoint Shri Rajeev Kumar (DIN- 09311693), as Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Rajeev Kumar (DIN- 09311693), who was nominated by Ministry of Power (MoP) and appointed as an Additional Director by the Board of Directors with effect from 10th September, 2021 to hold Office upto the date of this Annual General Meeting, be and is hereby appointed as Government Nominee Director of the Company.”

5. To appoint Shri Anurag Gupta (DIN- 09326665), as Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Anurag Gupta (DIN- 09326665), who was nominated by BHEL and

Corporate Identity Number: U40102DL2008PTC177307

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Plant: Y.S.R. Puram, Village Mannavaram, SrikalahastiMandal, Distt. Chittoor – 517620 (A.P.) Tel.# 91-877-2233701

Registered Office: NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodhi Road, New Delhi-110003 website: www.nbppl.in



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appointed as an Additional Director by the Board of Directors with effect from 21st September, 2021 to hold Office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors

Tripti
(Company Secretary)

Date: 25.10.2021

Place: Delhi

NOTES:

1. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
2. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto.
3. In view of Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. This AGM shall be deemed to be held at the Registered Office of the Company.
4. In compliance with the MCA Circulars dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
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 and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 113 of the Act, representatives of the body corporate can attend the AGM through VC/OAVM and cast their votes through show of hands/poll during the meeting.
6. Brief resume of each of the Directors seeking appointment is annexed hereto and forms part of the notice.

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7. As per provisions of Section 139 of Companies Act, 2013, Auditors, in the case of a Company who is owned or controlled, directly or indirectly, by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments, are appointed by the Comptroller and Auditor-General of India (C&AG) and as per the provisions of section 142 of Companies Act, 2013, the remuneration of Auditors has 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 12th Annual General Meeting held on December 30th, 2020 authorized the Board of Directors to fix the remuneration of Statutory Auditors for the year 2020-21. Accordingly, the Board of Director has fixed an audit fee of Rs.75,000/- for Statutory Audit, Rs.30,000/- as tax audit remuneration, for financial year 2020-21 in addition to applicable GST and out of pocket expenses of Rs.11,000/-. The C&AG vide its letter No./CA. V/COY/CENTRAL GOVERNMENT, NBPPPL(1)/231 dated August 18th, 2020 has appointed M/s AK G & Associates as Statutory Auditors of the Company for Financial Year 2021-2022. The Members may authorize the Board of Directors to fix an appropriate remuneration for Statutory Auditors as may be deemed fit by the Board for the Financial Year 2021-2022.
8. The Board of Directors approved Annual Financial Accounts of the Company in its 74th Board meeting held on 15th September, 2021. Pursuant to section 143 (6) of the Companies Act, 2013, the Audited Annual Financial Accounts for Financial Year ending March 31, 2021 along with Auditors' Report thereon were submitted to C&AG on 27th September, 2021. Due to COVID-19 pandemic, Registrar of Companies, NCT of Delhi & Haryana vide notification no. ROC/ Delhi/ AGM Ext./ 2021/ 5464 dated 23rd September, 2021 has granted extension in the time period for holding the Annual General Meeting of the Company for the FY 2020-21 by two months i.e. by 30th November, 2021.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
10. Pursuant to Section 171 (1) of the Companies Act, 2013, Registers of Directors and Key Managerial Personnel and their shareholding shall be open for inspection at the Annual General Meeting which will also be accessible by persons attending the meeting of the Company.
11. Members are requested to note that no gifts will be distributed at the AGM.
12. Since this AGM is being held through VC / OAVM, route Map to the venue of the Annual General Meeting is not required and hence not annexed hereto.

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13. INSTRUCTIONS FOR JOINING THE MEETING AND VOTING DURING AGM:

- (i) The AGM in the VC/OAVM mode will be held through Microsoft Teams and the Members can join the same 15 minutes before and after the scheduled time of the commencement of the Meeting through the following link:-

https://teams.microsoft.com/dl/launcher/launcher.html?url=%2F%20%2F%2Fmeetup-join%2F19%3Ameeting_NDVmMTFiNGMtMDYzZC00N2Q4LWE2NjgtZjk0MGY3NWQ5MjQ2%40thread.v2%2F0%3Fcontext%3D%257b%2522Tid%2522%253a%25222c631f90-6a65-4bb3-a626-c0f6f5790a9a%2522%252c%2522Oid%2522%253a%252227af5dd6-096c-45b9-932a-1be1c336db61%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=188e67ef-98a8-441c-8185-e8adedc21d9e&directDI=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true

- (ii) 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.
- (iii) As permitted through the MCA Circulars, 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.
- (iv) Unless a poll is demanded by any member, the Chairman may decide to conduct a vote by show of hands. In case a poll is demanded/required, the members shall cast their vote on the resolutions **only by sending emails through their registered email addresses only during the meeting.** The emails shall be sent on email id tripti.nbppl@gmail.com
- (v) Shareholders may ask their questions during the meeting. They may also send their questions in advance along with necessary particulars on email id tripti.nbppl@gmail.com
- (vi) In case members have any queries or issues regarding attending AGM & voting during the AGM, may contact Ms. Tripti, Company Secretary, NBPPL at tripti.nbppl@gmail.com.

By order of the Board of Directors

Tripti
(Company Secretary)

Date: 25.10.2021

Place: Delhi

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

Item No. 3

1. BHEL vide its Letter Ref. No. AA/JV, M&A/ 7501 dated 16th August, 2021 has nominated Shri Shakil Kumar Manocha, Executive Director (PS- Mktg./ Th. & Gas)/ BHEL as new Director- Nominee/ BHEL on the Board of NBPPL w.e.f. 25th August, 2021. Subsequently, he was inducted as an Additional Director on the Board of the Company w.e.f. 9th September, 2021 who shall hold office upto the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.
2. Shri Shakil Kumar Manocha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
3. His brief resume inter-alia, giving information about his qualifications, experience, shareholding in the Company and other details are provided in Annexure-1 which forms part of this notice.
4. Except Shri Shakil Kumar Manocha, being an appointee, none of the Director or Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financial or otherwise, in the resolution set out at Item No.3.
5. The Board of Directors recommends the resolution for approval of the Members.

Item No. 4

1. Ministry of Power (MoP) through its Under Secretary (Thermal) via email dated 28th August, 2021 and further letter dated 1st September, 2021 has nominated of Shri Rajeev Kumar (DIN- 09311693), as Additional Director on the Board of NBPPL. Subsequently, he was inducted as an Additional Director on the Board of the Company w.e.f. 10th September, 2021 who will hold office up to the date of ensuing Annual General Meeting and is eligible for appointment as a Government Nominee Director of the Company.
2. Shri Rajeev Kumar (DIN- 09311693) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
3. His brief resume inter-alia, giving information about his qualifications, experience, shareholding in the Company and other details are provided in Annexure-1 which forms part of this notice.

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4. Except Shri Rajeev Kumar (DIN- 09311693), being an appointee, none of the Director or Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financial or otherwise, in the resolution set out at Item No.4.
5. The Board of Directors recommends the resolution for approval of the Members.

Item No. 5

1. BHEL vide its Office order No. AA:HR:TMX:002 (NBPPL) dated 8th March, 2021 has communicated nomination of Shri Anurag Gupta (DIN- 09326665), as Additional Director on the Board of NBPPL. Subsequently, he was inducted as an Additional Director on the Board of the Company w.e.f. 21st September, 2021 who will hold office up to the date of ensuing Annual General Meeting and is eligible for appointment as Whole Time Director of the Company.
2. Shri Anurag Gupta (DIN- 09326665), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
3. His brief resume inter-alia, giving information about his qualifications, experience, shareholding in the Company and other details are provided in Annexure-1 which forms part of this notice.
4. Except Shri Anurag Gupta (DIN- 09326665), being an appointee, none of the Director or Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financial or otherwise, in the resolution set out at Item No.5.
5. The Board of Directors recommends the resolution for approval of the Members.

By order of the Board of Directors

Tripti
(Company Secretary)

Date: 25.10.2021
Place: Delhi

Annexure- 1

BRIEF RESUME OF DIRECTORS (Draft)

Pursuant to Clause 1.2.5 of Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India

S. No.	Particulars	Shri Shakil Kumar Manocha	Shri Rajeev Kumar	Shri Anurag Gupta
1	Designation	Director	Director	Director
2	Date of Birth / Age	16/08/1963 ; 58	01/01/1976 ; 45	11/05/1968 ; 53
3	Date of Appointment	09/09/2021	10/09/2021	21/09/2021
4	Qualifications	B.E. (Mechanical) MBA (Marketing)	B.E. (Electrical) M.Tech (Electrical Machines & Drives)	B. Tech (Civil)
5	Experience	37 years of profound experience in heading Manufacturing Units, Construction Divisions as well as Business Sector;.	Central Power Engineering Services (CPES) cadre officer working as a Director (Thermal Division) – Ministry of Power; having 19 years of profound experience in various capacities in Central Electricity Authority (CEA) and looks after formulation of policies/ guidelines	31 years of profound experience with BHEL in the fields of Design, Maintenance, Marketing and execution of Civil and other works. He has successfully executed various Waste to Wealth activities, including a waste to energy project at BHEL canteen and developed the supply chain management at BHEL Jhansi called SMART.
6	Shareholding in the	NIL	NIL	NIL

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	Company			
7	Remuneration paid / to be paid	NIL	NIL	NIL
8	Terms & Conditions of appointment along with remuneration details	Part- time Director by BHEL	Government Nominee Director- Ministry of Power	Whole- time Director by BHEL
9	No. of Board meeting attended during the year	NIL for FY 2020-21	NIL for FY 2020-21	NIL for FY 2020-21
10	Other Directorships	NIL	NIL	NIL
11	Membership/ Chairmanship of the committee of the Board of the Company	Audit Committee (Member) NRC (Member) PRC (Member)	Audit Committee (Member) NRC (Member) CSR Committee (Member) PRC (Member) HR Committee (Member) Remuneration Committee (Member)	CSR Committee (Member) HR Committee (Member) Working Level Committee (Member)
12	Relationship with other Directors/ Manager / KMPs	NIL	NIL	NIL
13	Membership/ Chairmanship of the committees of the other Boards	NIL	NIL	NIL

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