



न्यूक्लियर पावर कॉर्पोरेशन ऑफ 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.

CIN NO:U40104MH1987GOI149458 Website : www.npcil.nic.in
Tel (022) 22180281, 22182171, email id: cswtc@npcil.co.in



No. NPCIL:CS:EGM 1/2021-22: 44

NOTICE

Notice is hereby given that the Extraordinary General Meeting No. 1/2021-22 of the Members of the Nuclear Power Corporation of India Limited will be held on Wednesday, the 23rd February 2022 at 10.30 a.m. at the Registered Office of the Company, 16th Floor, Centre - 1, World Trade Centre, Cuffe Parade, Colaba, Mumbai – 400 005, to transact the following business:

Special Business:

1. To approve the enhancement of Borrowing Powers of Board of Directors from the existing ₹65,000 crore to ₹75,000 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 Board Resolution passed in the 195th Meeting of the Board of Directors held on 11th September 2020 for enhancing the Borrowing Powers to ₹65,000 crore, approval of which was obtained from the Shareholders of the Company in the 33rd Annual General Meeting held on 11th December 2020, 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 ₹75,000 crore (Rupee seventy five 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.

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."

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



(Varsha A. Bhagat)
Company Secretary

Place : Mumbai.

Date : 28th January 2022.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME OF THE MEETING. BLANK PROXY FORM IS ENCLOSED.
2. Statement setting out the material facts in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013, is annexed to.
3. Route Map for the venue of the Extraordinary General Meeting is enclosed.

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


(Varsha A. Bhagat)
Company Secretary

Place : Mumbai
Date : 28.01.2022

ANNEXURE TO NOTICE

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

Item No. 1

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 new Companies Act, 2013 are section 73, 179 and 180(1) (c) respectively.

As per the provisions of section 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 serves.

The total borrowings of the Company as on 31st March 2021 stood at ₹55,427.96 Crore. The borrowing of ₹10,750 Crore is proposed during the current FY, the expected total borrowings at the end of FY 2021-22 would be ₹66,177.96 Crore.

As on 31st March 2021, the aggregate of paid-up equity capital (₹12,693.66 crore) and free reserves (₹29,883.21crore) stood at ₹42,576.87crore. The free reserves consists of General Reserve of ₹17,043.05 crore and Retained Earnings / Surplus of ₹12,840.16 crore as on 31st March 2021.

In order to take care of the Capital Expenditure (CAPEX) requirements, it is proposed to seek the approval of Shareholders to enhance the Borrowing Powers from the existing ₹65,000 crore to ₹75,000 crore.

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 / their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set at Item No.1 of the Notice.

The Board commends the Special Resolution set at Item No.1 of the Notice 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 : 28.01.2022



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Proxy Form

**[Pursuant to Section 105(6) of the Companies Act, 2013 and
 Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN	U40104MH1987GOI149458
Name of the Company	Nuclear Power Corporation of India Limited
Registered Office	16 th Floor, Centre-1, World Trade Centre, Cuffe Parade, Colaba, Mumbai-400 005.

Name of the member(s)	
Registered address	
E-mail Id	
Folio No.	

I/We, being the member (s) of shares of Nuclear Power Corporation of India Limited, hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-Ordinary General Meeting** of the Company to be held on **Wednesday the 23rd day of February 2022 at 10.30 a.m. at the Registered Office of the Company, 16th Floor, Centre-1, World Trade Centre, Cuffe Parade, Colaba, Mumbai-400005** and at any adjournment thereof in respect of such resolutions as are indicated below:

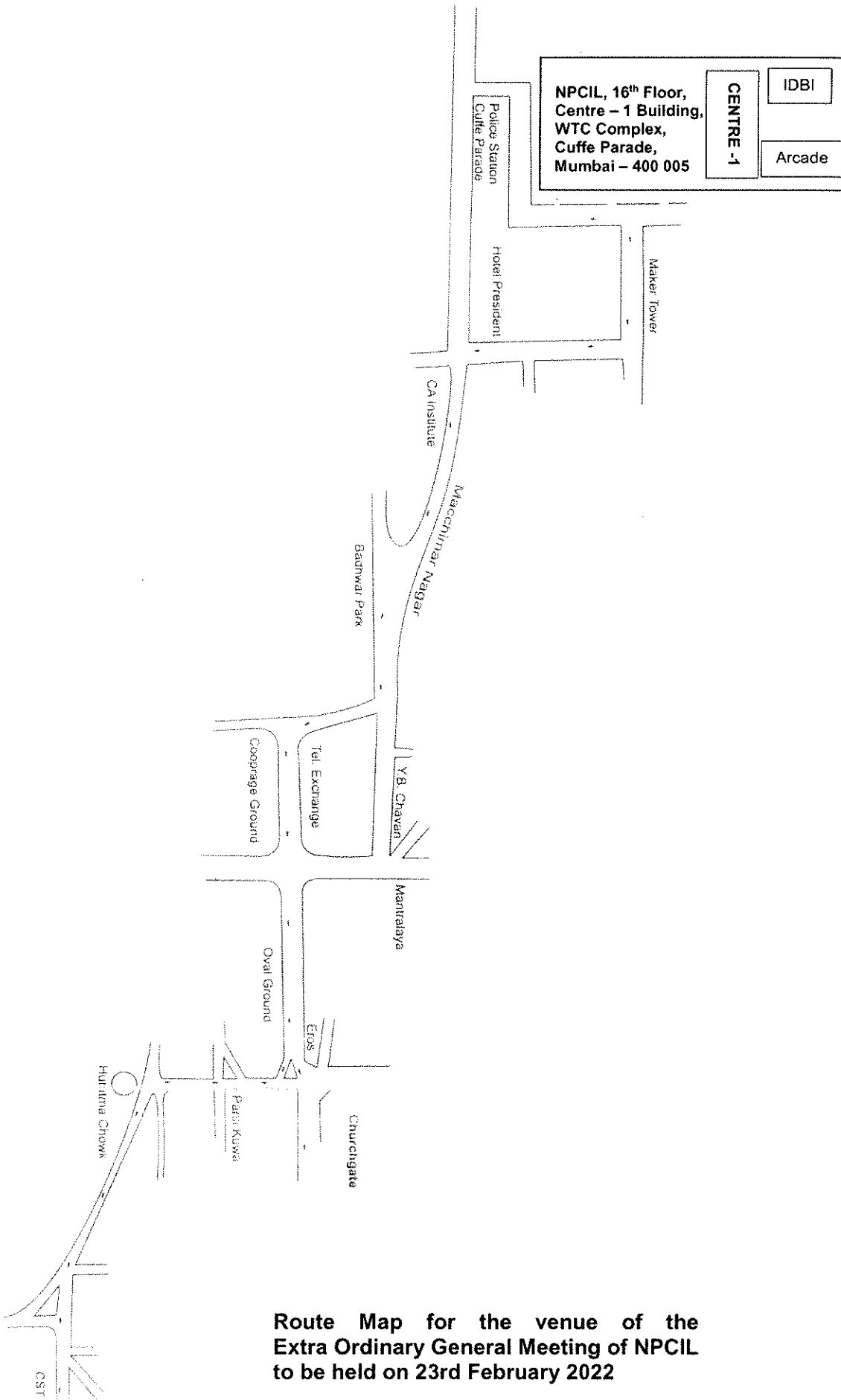
Sl. No.	Resolution
Special Business	
1.	To approve the enhancement of Borrowing Powers of Board of Directors from the existing ₹65,000 crore to ₹75,000 crore (Special Resolution)

Signed this..... day of..... 2022.

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s) _____



Route Map for the venue of the Extra Ordinary General Meeting of NPCIL to be held on 23rd February 2022

