



# न्यूक्लियर पावर कॉर्पोरेशन ऑफ इंडिया लिमिटेड

**NUCLEAR POWER CORPORATION OF INDIA LIMITED**

(भारत सरकार का उद्यम A Government of India Enterprise)

**Registered Office : 16<sup>th</sup> floor, Centre-I, World Trade Centre,  
Cuffe Parade, Colaba, Mumbai – 400 005.**

सी आई एन CIN : U40104MH1987GO1149458 Website : [www.npcil.nic.in](http://www.npcil.nic.in)

Tel (022) 22180281, 22182171, email id: [cswtc@npcil.co.in](mailto:cswtc@npcil.co.in)



## **NOTICE**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of the Nuclear Power Corporation of India Limited will be held **on Wednesday, the 21<sup>st</sup> September 2022 at 11.00 a.m. at the Registered Office of the Company, 16<sup>th</sup> Floor, Centre-1, World Trade Centre, Cuffe Parade, Colaba, Mumbai – 400 005**, to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2022, together with Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for FY 2021-22.
3. To fix remuneration of the Statutory Auditors of the Company for FY 2022-23.

### **Special Business:**

4. To ratify the remuneration of the Cost Auditors for FY 2022-23 and to consider and if thought fit, to pass with or without modifications(s), 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 modifications) or re-enacted thereof, for the time being in force, the remuneration of ₹3,00,000 plus applicable GST at prevailing rate (present rate 18%) and travelling & out of pocket expenses at actual as per entitlement as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s K.G. Goyal & Co., Cost Accountants, Cost Auditors of the Company for the cost audit for FY 2022-23 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts, and take all such steps as may be necessary, proper or expedient to give effect to the subject Resolution.”

5. To approve the offer or invitation to subscribe to Non-Convertible Debentures 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 during a period of one year from the date of passing of this Special Resolution, in one or more series/tranches, aggregating upto ₹2,350 crore (Rupees Two Thousand Three Hundred Fifty crore) 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.”

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



(Varsha A. Bhagat)  
Company Secretary

Place : Mumbai.  
Date : 26/08/2022

**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 Annual General Meeting is enclosed.

## **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. 4**

As per the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration of Cost Auditor is required to be approved by the Board of Directors on the recommendation of the Audit Committee and to be ratified subsequently by the Shareholders.

Based upon the recommendation of the 99<sup>th</sup> meeting of Audit Committee held on 10<sup>th</sup> August 2022, the Board of Directors at the 216<sup>th</sup> Board meeting held on 12<sup>th</sup> August 2022 has approved the re-appointment of M/s. K.G. Goyal & Co., Cost Accountants as cost Auditor for FY 2022-23. The Board has also approved the Cost Audit fee of ₹3,00,000 for FY 2022-23 plus applicable GST at prevailing rate (present rate 18%) and travelling and out of pocket expenses at actual as per entitlement.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2022-23.

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 out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

#### **Item No. 5:**

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.

Considering the above, the Board of Directors in its 213<sup>th</sup> meeting held on 31<sup>st</sup> March 2022 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 ₹ 2,350 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.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

None of the other Directors/Key managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

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



(Varsha A. Bhagat)  
Company Secretary

Place : Mumbai.

Date : 26/08/2022



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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 <sup>th</sup> 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 **35<sup>th</sup> Annual General Meeting** of the Company to be held on **Wednesday the 21<sup>st</sup> day of September 2022 at 11.00 a.m. at the Registered Office of the Company, 16<sup>th</sup> 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
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March 2022, together with Reports of the Board of Directors and Auditors thereon.
2.	To confirm payment of interim dividend and declare final dividend for FY 2021-22.
3.	To fix remuneration of the Statutory Auditors of the Company for FY 2022-23.
<b>Special Business</b>	
4.	To ratify the remuneration of the Cost Auditors for FY 2022-23.
5.	To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement.

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

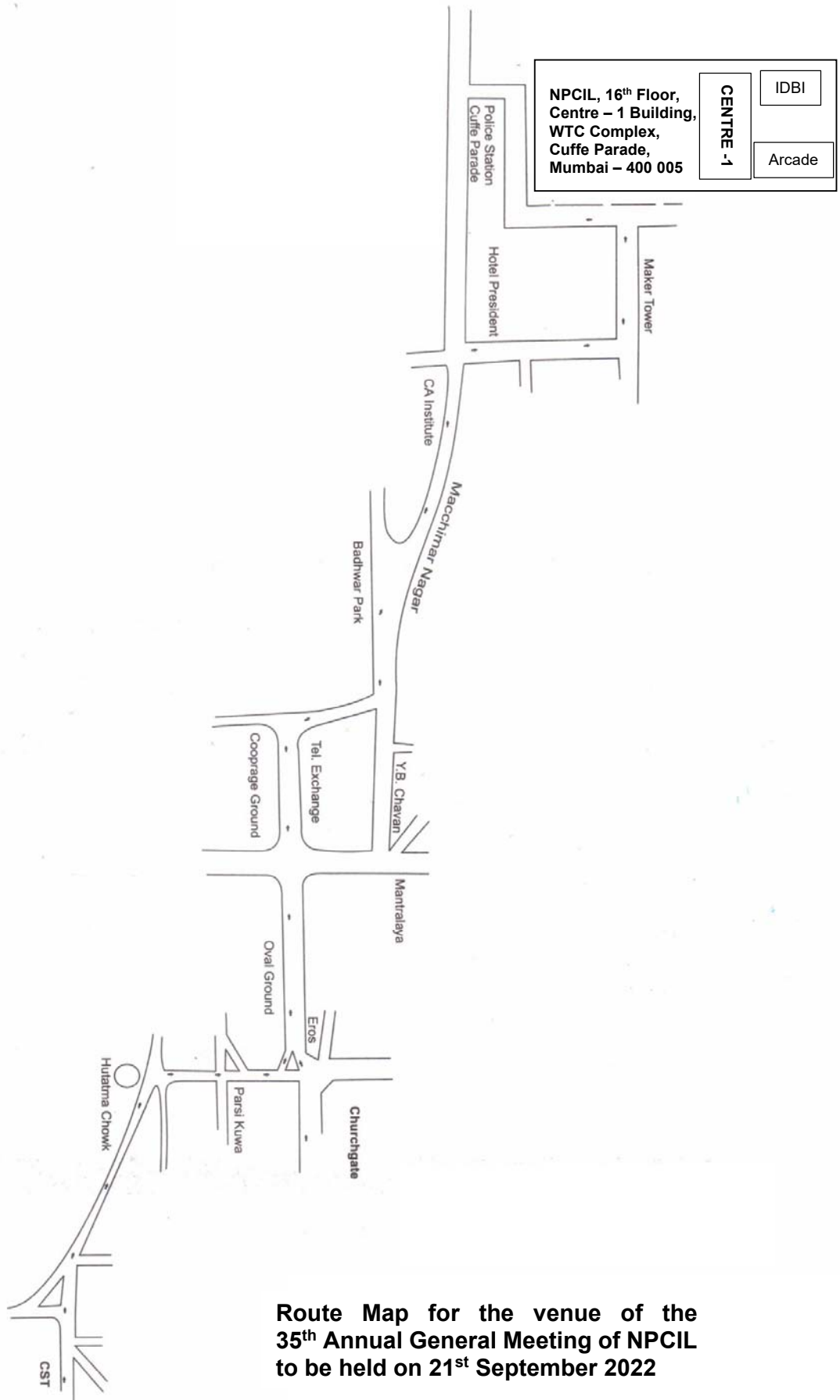
Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s) \_\_\_\_\_

### NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if she/he so wishes.



**Route Map for the venue of the 35<sup>th</sup> Annual General Meeting of NPCIL to be held on 21<sup>st</sup> September 2022**

