

NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai-400021|

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: npil_investor@khandelwalindia.com | Website: www.nagpurpowerind.com |

Date: September 06, 2020

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

Dear Sir/Madam,

SCRIP CODE: - 532362

Sub: Notice of the 24th Annual General Meeting (AGM) of the Company for the Financial Year 2019-20 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 24th AGM of the Company schedule to be held on Wednesday, September 30, 2020 at 12:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without physical presence of the members to transact businesses as set out in the notice of the AGM.

Further, the Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in notice of AGM to the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Wednesday, September 23, 2020. The remote e-voting begins on Sunday, September 27, 2020 at 9:00 AM and ends on Tuesday, September 29, 2020 at 5:00 PM.

Kindly take record of the same.

Thanking You,
Yours faithfully,

For **Nagpur Power And Industries Limited**

Nidhi Salampuria

Director & Company Secretary & Compliance Officer

Membership No. : FCS 10448

BOARD OF DIRECTORS

| | | |
|-----------------------|--------------|------------------------|
| Mr. Gautam Khandelwal | DIN 00270717 | Executive Chairman |
| Mr. Nimis Sheth | DIN 00482739 | Independent Director |
| Mr. Virat Mehta | DIN 07910116 | Independent Director |
| Ms. Nidhi Salampuria | DIN 07138654 | Non-Executive Director |
| Mr. Shyam Kanbargi | DIN 01185605 | Independent Director |
| Mr. Ajit Kantelia | DIN 08776129 | Non-Executive Director |

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Nidhi Salampuria (FCS 10448)

CHIEF FINANCIAL OFFICER

Mr. Santosh Khandelwal

STATUTORY AUDITORS

M/s. Parekh Sharma and Associates
Chartered Accountants, Mumbai

BANKERS

State Bank of India
Kotak Mahindra Bank Ltd.

LISTED AT

Bombay Stock Exchange Limited
ISIN: INE099E01016

REGISTERED OFFICE

Nirmal, 20th Floor, Nariman Point,
Mumbai-400021
Tel No. : 022-22023055/66
Email id: npil_investor@khandelwalindia.com
Website: www.nagpurpowerind.com
CIN: L40100MH1996PLC104361

WORKS

Khandelwal Nagar, Dist. Nagpur – 441402

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060
Email Id: rnt.helpdesk@linkintime.co.in

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NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of **Nagpur Power And Industries Limited** will be held on Wednesday, September 30, 2020 at 12:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Directors' Report and Auditors Report thereon; and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with the Auditors Report thereon.
- To appoint a Director in place of Ms. Nidhi Salampuria (DIN: 07138654), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3. APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof), consent of the members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the following related parties upto the maximum amount as mentioned herein below for the financial year 2020-2021 and for every financial year thereafter on such terms and condition as may be mutually agreed between the company and the related parties:

| Sr. No. | Name of the related party | Relationship with the related party | Transactions define under section 188 of the companies Act, 2013 | Maximum Value of the Transaction(s) per annum (Rs. In Lacs) |
|---------|---|-------------------------------------|--|---|
| 1. | The Motwane Manufacturing Company Private Limited | Subsidiary Company | Re-imburements of Expenses to/from subsidiary | 100.00 |
| 2. | The Motwane Manufacturing Company Private Limited | Subsidiary Company | Availing & Providing of Services | 200.00 |
| 3. | The Motwane Manufacturing Company Private Limited | Subsidiary Company | Corporate Guarantee issued/ to be issued | 2500.00 |
| 4. | The Motwane Manufacturing Company Private Limited | Subsidiary Company | Loan/ICD | 500.00 |
| 5. | Informed Technologies India Limited | Same Promoter Group Company | Re-imburements of Expenses to/from group company | 100.00 |

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

4. REGULARIZATION OF APPOINTMENT OF MR. AJIT RANCHHODDAS KANTELIA (DIN: 08776129) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129), who was appointed as an Additional Director of the Company with effect from June 30, 2020 pursuant to the recommendation of Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of Director of the Company, be and

is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board 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 this resolution.”

5. REGULARIZATION OF APPOINTMENT OF MR. SHYAM BAPURAO KANBARGI (DIN: 01185605) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Premnath Khandelwal (DIN: 00270717) as a Whole Time Director of the Company designated as “Executive Chairman”, whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from July 01, 2020, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Premnath Khandelwal (DIN: 00270717), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board 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 this resolution.”

6. RE-APPOINTMENT OF MR. GAUTAM PREMNATH KHANDLWAL (DIN: 00270717) AS EXECUTIVE CHAIRMAN OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam Premnath Khandelwal (DIN: 00270717) as Whole Time Director of the Company designated as “Executive Chairman”, whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from July 01, 2020, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Premnath Khandelwal (DIN: 00270717), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board 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 this resolution.”

By Order of the Board of Directors

Gautam Khandelwal
Chairman
DIN 00270717

Place: Mumbai
Date: September 02, 2020

Registered Office:
“Nirmal” 20 Floor, Nariman Point, Mumbai 400021
CIN: L40100MH1996PLC104361
Website: www.nagpurpowerind.com

NOTES

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 3 to 6 above and the relevant details of the Directors seeking re-appointment and appointment under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
3. M/s. Parekh Sharma and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 21st Annual General Meeting held on September 28, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on May 07, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, hence the Company is not proposing an item on ratification of appointment of Auditor at this AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at npil_investor@khandelwalindia.com.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 24, 2020 to Wednesday, September 30, 2020** (both days inclusive).
8. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2020-21.
9. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and submit these details to their DP in case the shares are held by them in electronic form, and to the Registrar and Transfer Agent, M/s. Link Intime India Private Limited, in case the shares are held in physical form.
10. Members seeking any information as regards the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/ questions to the company via email (npil_investor@khandelwalindia.com) in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile numbers (7) seven days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM on first in first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. The Directors' Report, Auditor's Report and Audited Financial Statements (Standalone and Consolidated) as at March 31, 2020 are enclosed.
13. Inspection of Documents - Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements, in which Directors are interested, maintained under Sections 170 and 189 of the Act, 2013 will be available electronically for inspection by the Members during the AGM.

14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.nagpurpowerind.com and website of the Bombay Stock Exchange at www.bseindia.com.
15. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at npil_investor@khandelwalindia.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries difficulties in registering the e-mail address, Members may write to npil_investor@khandelwalindia.com.
16. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
17. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.
18. SEBI has vide its Notifications dated June 08, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of dematerialization, Members are advice to dematerialize the shares held by them in physical form.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 , Maharashtra.
20. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited/Depositories.

21. Process and manner for members opting for Remote e-voting are as under:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM.

A. The instructions for Shareholders voting electronically are as under:-

- (i) The remote e-voting period begins on Sunday, September 27 2020 (9:00 AM) and ends on Tuesday, September 29, 2020 (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 Wednesday, September 23, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The Shareholders should Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. Please enter the DOB or Dividend Bank Details in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'PASSWORD CREATION' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <NAGPUR POWER AND INDUSTRIES LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non-individual Shareholders & Custodians:**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.

(xxi) Shareholders can also cast their vote using CDSL’s mobile app “CDSL m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. Instructions for Shareholders for e-Voting during the AGM are as under:-

(xxii) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

(xxiii) Only those shareholders, who are 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 available during the AGM.

(xxiv) 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.

(xxv) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

C. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, September 23, 2020.

D. Mr. Sanam Umbargikar, Partner of M/s. DSM and Associates, Practicing Company Secretary (Membership No. 26141, COP No. 9394), has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.

E. The Scrutinizer shall immediately after the conclusion of e-voting at the general meeting, first count the votes cast by e-voting at the general meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

F. The declared Results, along with the Scrutinizer’s Report, will be available on the Company’s corporate website www.nagpurpowerind.com under the section ‘Investor’ and on the website of CDSL; such Results will also be forwarded to the Bombay Stock Exchange where the Company’s shares are listed.

G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

22. Instructions For Members For Attending the AGM through VC/OAVM are as under:

(i) Member will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN 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. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

(ii) Members are encouraged to join the Meeting through Laptops for better experience.

(iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(iv) 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.

(v) The facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 members on a first come first served basis.

Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

| Name of Director | Ms. Nidhi Salampuria | Mr. Gautam Khandelwal | Mr. Ajit Kantelia | Mr. Shyam Kanbargi |
|--|---|--|---|--|
| DIN No. | 07138654 | 00270717 | 08776129 | 01185605 |
| Date of Birth | 24.12.1986 | 01.04.1962 | 01.11.1982 | 01.06.1952 |
| Nationality | Indian | Indian | Indian | Indian |
| Date of Appointment | 01.04.2015 | 06.12.1996 | 30.06.2020 | 30.06.2020 |
| Qualifications | Ms. Nidhi Salampuria is the Whole Time Company Secretary of the Company. She along with the Secretarial duties also handles the Legal function and business affairs of the Company. She also has rich experience in the streams of Law like Litigation, Contract Negotiations and Corporate Governance. She holds a Bachelor of Law (LLB) degree from the University of Mumbai and is also a member of the Institute of Company Secretaries of India. | He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics. | B.E. Civil | Graduate in Science (B.Sc.) |
| Expertise in specific functional areas | She is working with the Company from 2011 as a Company Secretary and Compliance officer. She is handling legal and compliance related matter of the Company and have vast experience for the same. | He is having around 30 years of business experience across various industries. | He has a total working experience of around 17 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry. | He has a total working experience of around 45 years in Ferro alloys production. |
| Directorships held in other companies | Entecres Labs Pvt. Ltd. | <ol style="list-style-type: none"> 1. Informed Technologies India Limited 2. The Motwane Mfg. Co. Pvt. Ltd. 3. Varroc Polymers Pvt. Ltd. 4. Varroc Engineering Ltd. 5. Gras Education & Training Services Pvt. Ltd. 6. Zeppelin Investments Pvt. Ltd. 7. Entecres Labs Private Limited 8. Khandelwals Limited (UK Co.) 9. Durovalves India Private Limited 10. Testdata Technologies Private Limited | Nil | Nil |

| Name of Director | Ms. Nidhi Salampuria | Mr. Gautam Khandelwal | Mr. Ajit Kantelia | Mr. Shyam Kanbargi |
|---|-----------------------------|---|--------------------------|---------------------------|
| Committee position held in other companies | Nil | AUDIT COMMITTEE Informed Technologies India Limited Varroc Engineering Limited Durovalves India Private Limited Varroc Polymers Private Limited STAKE HOLDER RELATIONSHIP COMMITTEE Informed Technologies India Limited Varroc Engineering Limited NOMINATION AND REMUNERATION COMMITTEE Informed Technologies India Limited Varroc Engineering Limited Durovalves India Pvt. Ltd. CSR COMMITTEE Varroc Engineering Limited Varroc Polymers Private Limited | Nil | Nil |
| No. of shares held in the Company | 50 | 575300 | Nil | Nil |
| Inter-se relationship between Directors, Manager and Key Managerial Personnel | None | None | None | None |
| Disclosure of relationship with promoter of the Company | None | He is promoter of the Company | None | None |

*Board Meeting Attendance And Remuneration Details Are Provided In Corporate Governance Report.

Place: Mumbai
Date: September 02, 2020

By Order of the Board of Directors

Gautam Khandelwal
Chairman
DIN 00270717

Registered Office:
"Nirmal" 20 Floor, Nariman Point, Mumbai 400021
CIN: L40100MH1996PLC104361
Website: www.nagpurpowerind.com

EXPLANATORY STATEMENT

(pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 3**APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

Section 188 of the Companies Act, 2013 provides that except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid-up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the approval of the company by an ordinary resolution. It is further provided that nothing in this sub-section shall apply to any transaction entered into by the company which are entered in its ordinary course of business and are at arm's length.

Prior approval of shareholders is required for the transactions that are not in the ordinary course of business and not at an arm's length basis. Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and/or at arm's length basis, still as better corporate governance measure, it is considered desirable to have the consent of the Members in respect of related party transactions.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

The transactions entered with the Related Parties, were placed before the Audit Committee. The said transactions were approved and recommended to the Board.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at item No. 3 shall be entitled to vote on this Ordinary Resolution.

None of the Directors other than those representing the related parties, Key Managerial Personnel's of the Company or their relative(s) are interested and/or concerned with the said Resolution.

The Board of Directors recommends the Resolution at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

Item No. 4**REGULARIZATION OF APPOINTMENT OF MR. AJIT RANCHHODDAS KANTELIA (DIN: 08776129) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Ajit Ranchhoddas Kantelia as an Additional Director (Non-Independent) of the Company with effect from June 30, 2020, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). As an Additional Director, Mr. Ajit Ranchhoddas Kantelia holds office till the date of the AGM and is eligible for being appointed as a Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Ajit Ranchhoddas Kantelia as a Director of the Company, liable to retire by rotation. Mr. Ajit Ranchhoddas Kantelia is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Ajit Ranchhoddas Kantelia is as follows:

Mr. Ajit Ranchhoddas Kantelia has a total working experience of around 17 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry. He is an expert at using present construction methodologies and systems in compliance with quality standards.

Mr. Ajit Ranchhoddas Kantelia is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Ajit Ranchhoddas Kantelia and his relatives, are in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

Item No. 5**REGULARIZATION OF APPOINTMENT OF MR. SHYAM BAPURAO KANBARGI (DIN: 01185605) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Shyam Bapurao Kanbargi as an Additional Director (Independent) of the Company with effect from June 30, 2020. In terms of the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Shyam Bapurao Kanbargi holds office till the date of this AGM. The Company has received a notice pursuant to Section 160 of the Act together with the requisite amount of deposit from a Member proposing the candidature of Mr. Shyam Bapurao Kanbargi as a Director of the Company.

The Company has also received a declaration from Mr. Shyam Bapurao Kanbargi confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shyam Bapurao Kanbargi is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Shyam Bapurao Kanbargi is as follows:

Mr. Shyam Bapurao Kanbargi is Graduate in Science (B.Sc.). He has a total working experience of around 45 years in Ferro alloys production.

In the opinion of the Board, Mr. Shyam Bapurao Kanbargi possesses appropriate skills, experience and knowledge and fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Shyam Bapurao Kanbargi as an Independent Director, who shall not be liable to retire by rotation.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available on the website of the Company www.nagpurpowerind.com.

Mr. Shyam Bapurao Kanbargi is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Shyam Bapurao Kanbargi and his relatives, are in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Resolution at Item No. 5 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

Item No. 6**RE-APPOINTMENT OF MR. GAUTAM PREMNATH KHANDLWAL (DIN: 00270717) AS EXECUTIVE CHAIRMAN OF THE COMPANY**

Mr. Gautam Khandelwal has been the Chairman and Executive Director of the Company since July 01, 2004. The present tenure of Mr. Gautam Khandelwal as an Executive Chairman ends on June 30, 2020.

The Board of Directors of the Company (the 'Board'), at its meeting held on June 30, 2020 has, subject to the approval of members, re-appointed Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as "Executive Chairman", whose office will be liable to determination by retirement by rotation, for a period of 3 (three) years from the expiry of his present term, which expired on June 30, 2020, at a remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

Brief profile of Mr. Gautam Khandelwal is as follows:

Mr. Gautam Khandelwal, aged 58 years holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having around 30 years of business experience across various industries. He is also on Board of various listed & unlisted companies including Informed Technologies India Limited, Zeppelin Investments Private Limited, The Motwane Manufacturing Company Private Limited, Entecres Labs Private Limited and Khandelwals Limited, London.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as "Executive Chairman", in terms of the applicable provisions of the Act.

The material terms of appointment and remuneration as contained in the draft Agreement are given below: -

i) **Remuneration:**

- (a) Basic Salary: Rs. 60 Lakhs per annum;
- (b) benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses, gas, electricity, water, furnishing and repairs, medical reimbursement for self and family, Children education allowances (at present Rs. 20,000/- per month per child), leave travel concession for self and family, club fees and expenses, use of company's car, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent are not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

- ii) Commission in any year not exceeding 3% of the net profit of the Company computed in the manner referred under Section 197(1) of the Companies Act, 2013 or any statutory modification(s) or any re-enactment thereof.
- iii) Provision of car, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, on Company's business, would not be considered as perquisites.
- iv) Other Terms:

The period of office of Mr. Khandelwal shall be liable to determination by retirement of directors by rotation. If Mr. Khandelwal is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director designated as "Executive Chairman" and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as "Executive Chairman".

Copy of the Draft Agreement referred to in the Resolution and the Register maintained in pursuance of erstwhile Section 190 of the Companies Act, 2013 referred below, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, upto and including the date of the Annual General Meeting.

Mr. Gautam Khandelwal is interested in the Resolution mentioned at Item No. 6 of the Notice with regard to his respective appointment. Other than him no other Directors, Key Managerial Personnel's or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors recommends the Resolution at Item No. 6 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

Statement as per Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

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| 1 | Nature of Industry | Manufacturing of High/ Medium / Low Carbon Ferro Manganese & Silico Manganese Slag |
| 2 | Date or expected date of commencement of commercial production | Certificate of Commencement of Business dated January 09, 1997 |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |
| 4 | Financial performance based on given indicators | As per balance sheet |
| 5 | Foreign investments or collaborators, if any | Nil |

II. INFORMATION OF APPOINTEE: MR. GAUTAM PREMNATH KHANDELWAL

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|---|--|---|
| 1 | Background details | He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics. He is having around 30 years of business experience across various industries. |
| 2 | Past remuneration | Rs. 60,00,000/- per annum including benefits, perquisites. |
| 3 | Recognition or awards | N.A. |
| 4 | Job Profile and his suitability | Management of Total Business Affairs of the Company |
| 5 | Remuneration proposed | Rs. 60,00,000/- per annum w.e.f July 01, 2020 |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The proposed remuneration is in line with the trends in the industry and is befitting Mr. Gautam Khandelwal's educational background, experience and competence. |
| 7 | Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any. | Promoter Director associated with the company since 1996 and managing the Company since July 01, 2004 |

III. OTHER INFORMATION

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| 1 | Reasons of loss or inadequate profits | Company has run out of raw material i.e. slag due to which its revenue has been declining. |
| 2 | Steps taken or proposed to be taken for improvement | The Company is looking for new business opportunities and/or ways to develop its existing infrastructure. |
| 3 | Expected increase in productivity and profits in measurable terms | Not Available |

IV. DISCLOSURES

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| 1 | Other Disclosure | The details of remuneration payable/paid to Mr. Gautam Khandelwal have been disclosed above. The Company does not have any scheme for grant of stock options. |
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Place: Mumbai
Date: September 02, 2020

By Order of the Board of Directors

Gautam Khandelwal
Chairman
DIN 00270717

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