

NAGPUR POWER AND INDUSTRIES LIMITED

CIN L40100MH1996PLC104361

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

| Tel# +91 22 2202 3055/66 | npil_investor@khandelwalindia.com | www.nagpurpowerind.com |

Date: September 04, 2024

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 532362

Subject: Notice of 28th Annual General Meeting (“AGM”) of the Company for the Financial Year 2023-24 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 28th AGM of the Company scheduled to be held on Friday, September 27, 2024 at 02:00 PM (IST) 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. Friday, September 20, 2024. The remote e-voting begins on Tuesday, September 24, 2024 at 9:00 a.m. (IST) and ends on Thursday, September 26, 2024 5:00 p.m. (IST).

Kindly take the same on your records.

Thanking you,

For Nagpur Power and Industries Limited

Praveen Bhati
Company Secretary & Compliance Officer
ACS: 71212

Encl. A/a

NOTICE FOR 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th (Twenty Eight) Annual General Meeting (“AGM”) of the Members of **Nagpur Power And Industries Limited** will be held on **Friday, September 27, 2024 at 2:00 PM** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon;**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements (standalone & consolidated) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **To appoint a director in place of Mr. Gautam Khandelwal (DIN: 00270717) who retires by rotation and being eligible, offers himself for re-appointment.**

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 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Gautam Khandelwal (DIN: 00270717), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **To Re-designate Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) as Non-Executive Independent Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and SEBI Listing Regulations and who is eligible for appointment (re-designation) and for whom the Company has received notice under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years effective from August 14, 2024 to August 13, 2029 (both dates inclusive).

RESOLVED FURTHER THAT any of the Directors of the Company or the Chief Financial Officer or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

4. To Approve Material Related Party Transaction(s) between the Company/ Subsidiary of the Company on one hand and Related Parties of the Company/ Subsidiary of the Company on the other hand

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) as mentioned in table below, between the Company/Subsidiary of the Company on one hand and Related Parties of the Company/Subsidiary on the other hand, on such terms and conditions as may be mutually agreed between the Company/ Subsidiary and Related Parties of the Company/Subsidiary, from financial year 2024-25 onwards, provided that such transaction(s)/ Contract(s)/ arrangement(s)/ agreement(s) is being carried out at an arm’s length basis.

Sr. No.	Transactions defined under section 188 of the companies Act, 2013	Maximum Value of the Transaction(s) from F.Y. 2023-24 onwards
1	Inter corporate deposits/Loan	Upto INR 5 Crore
2	Repayment of Inter corporate deposits/Loan	Upto INR 6.58 Crore
3	Interest on Inter Corporate Deposit/Loan	Upto INR 0.70 Crore
4	Loans/Advances	Upto INR 10 Crore
5	Repayment of Loans/Advances	Upto INR 10 Crore
6	Interest on Loans/Advances	Upto INR 1 Crore
7	To Invest in Equity/ Preference/Debentures/ Convertible/ Non-Convertible Securities	Upto INR 10 Crore

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

Place: Mumbai
Date: August 14, 2024

Registered Office:

“Nirmal”, 20th Floor, Nariman Point,
Mumbai 400021
CIN: L40100MH1996PLC104361
Email: npil_investor@khandelwalindia.com
Website: www.nagpurpowerind.com

**By Order of the Board of Directors
For Nagpur Power And Industries Limited**

Sd/-
Gautam Khandelwal
Chairman & Director
DIN 00270717

NOTES:

1. Pursuant to General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/ 2020 dated 8th April, 2020 and 13th April, 2020 respectively and MCA General Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").

According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 25 below.

2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act").
3. 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 through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 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.
4. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Company at dedicated e-mail ID agm.npil@khandelwalindia.com with a copy marked to evoting@nsdl.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
6. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

7. The Explanatory Statement as required under section 102 of the Act is annexed hereto. Further, additional information with respect to Item No. 2 & 3 is also annexed hereto. The Board of Directors has considered and decided to include Item Nos. 3 and 4 given above as Special Business in the AGM in view of the business requirements and as such unavoidable in nature.
8. The Members of the Company had approved the appointment of M/s. Parekh Sharma & Associates, Chartered Accountants, as the Statutory Auditors at the Twenty-Sixth AGM of the Company which is valid till Thirty-First AGM of the Company to be held in 2027. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
9. The Company's equity shares are listed at BSE 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 2024-25.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2024.

Members seeking to inspect such documents can send an email to the Company at agm.npil@khandelwalindia.com latest by Monday, September 23, 2024 (till 5:00 PM).

11. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited ("LIPL"), having their office at C-101, Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India.
12. **BOOK CLOSURE:** The Register of Members and Transfer Books of the Company will be closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of AGM.
13. **NOMINATION:** As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.
14. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated 7th May, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of

which is available on the website of the Company's RTA, Link Intime India Private Limited at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request received by member can be processed by RTA only after the folio is KYC Compliant. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any DP having registration with SEBI to open a Demat account or can contact the Company's Registrars and Transfer Agents, ("LIPL") for assistance in this regard. Members may also visit website of depositories viz. National Securities Depository Limited ("NSDL") Central Depository Services (India) Limited ("CDSL") for further understanding the demat procedure.

15. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 09/2023 dated 25th September, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI Circular No. SEBI/HO/ DDHS/P/CIR/2023/0164 dated 6th October, 2023, the Annual Report for Financial Year 2023-24, which inter-alia comprises of the Audited Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended 31st March, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/LIPL or the DP(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same at agm.npil@khandelwalindia.com mentioning their Folio No./DP ID and Client ID. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned DPs and in respect of physical holdings with the Company/LIPL by following due procedure. A copy of the Notice of this AGM along with Annual Report for the FY 2023-24 is available on the website of the Company at <https://www.nagpurpowerind.com/investors/annual-reports/>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
16. To support the '**Green Initiative**', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
17. **Members are requested to:**
 - a. intimate to LIPL/ the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, in Form ISR- 1 and other forms prescribed by SEBI;
 - b. intimate to the respective DP, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
 - c. quote their folio numbers/DP ID/ Client ID in all correspondence;
 - d. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - e. register their PAN with their DPs, in case of shares held in dematerialised form; and

18. **SPEAKER REGISTRATION BEFORE AGM:** Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending a request to the Company at the dedicated email id agm.npil@khandelwalindia.com, at least 48 hours before the time fixed for the AGM from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date i.e. Friday, September 20, 2024. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
 19. **CUT-OFF DATE:** A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, September 20, 2024, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-voting during the AGM.
 20. Any person holding shares in physical form and non-individual members, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date i.e. Friday, September 20, 2024, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on toll free no. 022-48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. Friday, September 20, 2024, may follow steps mentioned below under "**Access to NSDL e-Voting system**".
 21. The remote e-voting period commences on Tuesday, September 24, 2024, at 9:00 a.m. (IST) and ends on Thursday, September 26, 2024, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Friday, September 20, 2024. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e. Friday, September 27, 2024. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website <https://www.nagpurpowerind.com/investors/notices/>.
 22. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.
 23. **SCRUTINISER FOR E-VOTING:** Mr. Sanam Umbargikar, Practicing Company Secretary (Membership No. FCS 11777 & CP No. 9394) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
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24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report will also be displayed on the Company's website at <https://www.nagpurpowerind.com/investors/notices/>.

25. PROCEDURE FOR REMOTE E-VOTING

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Members are provided with the facility to cast their vote electronically through the e-voting services provided by NSDL on all resolutions set forth in this Notice, through remote e-voting.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then

	<p>click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?**
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the

votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company at dedicated e-mail ID agm.npil@khandelwalindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to evoting@nsdl.co.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. 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.
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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT")

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed/appointed.

Name of Director	Mr. Gautam Khandelwal	Mr. Ajit Ranchhoddas Kantelia
DIN	00270717	08776129
Date of Birth	01/04/1962	24/12/1986
Nationality	Indian	Indian
Date of First Appointment	06/12/1996	30/06/2020
Qualification	BA in Economics & he studied Economics at London School of Economics	B.E. Civil
Expertise in specific functional areas	He is having around 34 years of business experience across various industries.	He has a total working experience of around 21 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry.
Directorships held in other companies (As on March 31, 2024)	1. Varroc Engineering Limited 2. Informed Technologies India Limited 3. Varroc Polymers Limited 4. The Motwane Manufacturing Company Private Limited 5. Durovalves India Private Limited 6. Zeppelin Investments Private Limited 7. Testdata Technologies Private Limited 8. Entecres Labs Private Limited 9. Gras Education & Training Services private Limited.	NIL
Details of Listed entities from which he/ she resigned during the last three years	None	None
Committee position held in other companies (As on March 31, 2024)	Audit Committee 1. Varroc Engineering Limited (Chairman) 2. Varroc Polymers Limited (Chairman) 3. Durovalves India Private Limited (Chairman) 4. Informed Technologies India Limited (Member)	None

	<p>Stakeholder Relationship Committee 1. Varroc Engineering Limited (Chairman) 2. Informed Technologies India Limited (Member)</p> <p>Nomination And Remuneration Committee 1. Varroc Engineering Limited (Chairman) 2. Varroc Polymers Limited (Chairman) 3. Durovalves India Private Limited (Chairman) 4. Informed Technologies India Limited (Member)</p> <p>Corporate Social Responsibility Committee 1. Varroc Engineering Limited (Member) 2. Varroc Polymers Limited (Member)</p> <p>Environmental, Social and Governance (ESG) Steering Committee 1. Varroc Engineering Limited (Member)</p>	
No. of shares held in the Company	7,36,805	None
Shareholding as beneficial owner	56,41,100 (43.08%) held indirectly through Zeppelin Investments Pvt. Ltd	None
Inter-se relationship between Directors, Manager and Key Managerial Personnel	None	None
Disclosure of relationship with promoter of the Company	He is promoter of the Company	None
Board Meeting Attendance Details	Provided in Corporate Governance Report	Provided in Corporate Governance Report
Brief Profile	Mr. Gautam Khandelwal, holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having vast business experience across various industries. He has	Mr. Ajit Kantelia has a total working experience of around 21 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry. He is

	served as a director of Punjab National Bank (Second largest nationalized bank in India) appointed by the Government of India as a Nominee Director. He is also on the board of several other large listed and unlisted companies.	an expert at using present construction methodologies and systems in compliance with quality standards.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets requirements	N.A.	Covered in Explanatory Statement for resolution Item no. 3

Place: Mumbai
Date: August 14, 2024

Registered Office:
"Nirmal", 20th Floor, Nariman Point,
Mumbai 400021
CIN: L40100MH1996PLC104361
Email: npil_investor@khandelwalindia.com
Website: www.nagpurpowerind.com

**By Order of the Board of Directors
For Nagpur Power And Industries Limited**

Sd/-
Gautam Khandelwal
Chairman & Director
DIN 00270717

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,
2013**

Item No. 3

To Re-designate Mr. Ajit Ranchhoddas Kantelia (DIN: 08776129) as Non-Executive Independent Director.

The Nomination and Remuneration Committee (NRC) of the Board of the Company, at its meeting held on August 14, 2024, has recommended to the Board, the re-designation of Mr. Ajit Ranchhoddas Kantelia as an Independent Director for term of 5 (Five) years commencing from August 14, 2024 to August 13, 2029 (both dates inclusive).

The NRC, while recommending the re-designation of Mr. Ajit Ranchhoddas Kantelia, considered various factors, viz., the number of Board, Committee and General Meetings attended by him, his knowledge & experience; his specific skills helping the Board and the Company in attaining its objectives; his participation in the Board/ Committee deliberations; specialized skills and expertise and his independent judgment in the opinion of the entire Board.

Based on the recommendation made by the NRC as above, the Board of Directors on August 14, 2024, has approved re-designation of Mr. Ajit Ranchhoddas Kantelia, for term of 5 (Five) years commencing from August 14, 2024 to August 13, 2029, not liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act") from a Member proposing the candidature of Mr. Ajit Ranchhoddas Kantelia for appointment (re-designation) as an Independent Director of the Company. Mr. Ajit Ranchhoddas Kantelia has given his consent to be appointed (re-designated) as such and also the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act. Besides, he has also provided a confirmation under Section 149(7) of the Act that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and he is independent of the management.

Mr. Ajit Ranchhoddas Kantelia has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Ajit Ranchhoddas Kantelia has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The brief profile and specific areas of expertise of Mr. Ajit Ranchhoddas Kantelia is as under:

Mr. Ajit Ranchhoddas Kantelia holds B.E. Civil degree. He has a total working experience of around 21 years in formulating strategic plans; establishing entire operations with key focus on profitability within the Construction Industry. Deft at using present construction methodologies and systems in compliance with quality standards.

The copy of terms and conditions of re-designation of Mr. Ajit Ranchhoddas Kantelia as an Independent Director would be made available on the Company's website at <https://www.nagpurpowerind.com/> till the last date of e-voting by the Members.

Mr. Ajit Ranchhoddas Kantelia is said to be concerned or interested in the proposed resolution as it relates to his own appointment (re-designation).

None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 3 of this Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

Mr. Ajit Ranchhoddas Kantelia along with his relatives do not hold any shares or for any other person on a beneficial basis in the Company.

The Board recommends the Special Resolution as set forth in Item No. 3 in the Annual General Meeting Notice for the approval of the Members.

Item No. 4

To Approve Material Related Party Transaction(s) between the Company/ Subsidiary of the Company on one hand and Related Parties of the Company/ Subsidiary of the Company on the other hand

Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of the SEBI Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services or obligations between -

- i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
- ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries;

regardless of whether a price is charged or not. In view of the aforementioned regulatory changes the Resolution No. 4 is placed for approval by the Members.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms as applicable. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis.

Details of the proposed RPTs between the Company and Related Parties of the Company, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs between the Company/Subsidiary on one hand and Related parties of Company/Subsidiary on the other hand
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
A	Name of the Related Party and its	Any of the following parties-

	relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	<ol style="list-style-type: none"> 1. The Motwane Manufacturing Company Private Limited (MMCPL), 2. Motwane Digital Private Limited, 3. Motwane Building Systems Private Limited, 4. Testdata Technologies Private Limited, 5. Testdata Solutions FZCO, 6. Zeppelin Investments Private Limited, 7. Informed Technologies India Limited, 8. Mr. Gautam Khandelwal <p>All the above entities are related parties pursuant to Section 188 of the Companies act, 2013 and Regulation 2 (zb) of SEBI (LODR) Regulations, 2015.</p>
B	Type, material terms, monetary value and particulars of the proposed RPTs.	<p>Following are the proposed related party transactions. The Company/Subsidiary on one part proposed to enter into following Related Party Transactions with related parties of Company/Subsidiary on the other hand from FY 2024-25 onwards, for an aggregate value not exceeding INR 43.28 Crore</p> <ul style="list-style-type: none"> • Inter corporate deposits/ Loan (INR 5 Crore) • Repayment of Inter Corporate Deposit/Loan (INR 6.58 Crore) • Interest on Inter Corporate Deposit/Loan (INR 0.70 Crores) • Loans/ Advances (INR 10 Crore) • Repayment of Loans/Advances (INR 10 Crore) • Interest on Loans/ Advances (INR 1 Crore) • Invest in Equity/ Preference/Debentures/ Convertible/ Non-Convertible Securities/ renounce the rights to any other related party (INR 10 Crore)
C	Tenure of the proposed transactions	From F.Y. 2024-25 onwards until the transactions are within the limits
D	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis)	<p>On the basis of Company's consolidated turnover- 92.87%</p> <p>On the basis of Subsidiary's Standalone turnover- 92.87%</p>
2	Justification for the proposed RPTs.	Companies in the group are on growth stage and requires funding from time to time to meet their growing working capital requirement.
3	Details of proposed RPTs relating to any	loans, inter-corporate deposits, advances or

	investments made or given by the Company or its subsidiary.	
A	Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the entities.
B	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure	Not applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-Corporate Loans, Loans/Advances • Lock in Period of 1 year and thereafter on 'demand to pay basis'. • Tenure: On Demand to pay basis • Interest rate: 10%; • Repayment Schedule: Not Applicable. • The above inter-corporate Loans, Loans/Advances are under unsecured category.
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet working capital requirements of growing business of companies.
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. In the case of reimbursements / recoveries, same would be basis actual cost incurred
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Mr. Gautam Khandelwal is the common promoter/director in group entities.
6	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 4 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Place: Mumbai
Date: August 14, 2024

**By Order of the Board of Directors
For Nagpur Power And Industries Limited**

Registered Office:
"Nirmal", 20th Floor, Nariman Point,
Mumbai 400021
CIN: L40100MH1996PLC104361
Email: npil_investor@khandelwalindia.com
Website: www.nagpurpowerind.com

Sd/-
Gautam Khandelwal
Chairman & Director
DIN 00270717
