



नॉर्थ ईस्टर्न इलेक्ट्रिक पावर कॉर्पोरेशन लिमिटेड
NORTH EASTERN ELECTRIC POWER CORPORATION LTD.



भारत सरकार का उद्यम A Govt. of India Enterprise

मिनीरत्न : श्रेणी-I Miniratna : Category-I

एनटीपीसी लिमिटेड की पूर्ण स्वामित्व वाली सहायक कंपनी A wholly owned subsidiary of NTPC Ltd.

कंपनी सचिवालय **COMPANY SECRETARIAT**

NOTICE FOR THE 49th ANNUAL GENERAL MEETING

Notice is hereby given that the **49th Annual General Meeting** of the Shareholders of North Eastern Electric Power Corporation Ltd. will be held on **Monday, 15th September, 2025 from 12:00 NOON** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in Microsoft Teams, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2025, together with the Board's Report, the Report of Auditors and Comments of the Comptroller & Auditor General of India and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Standalone & Consolidated financial statements of the Company for the financial year ended 31st March 2025 together with the Board's Report, the Report of Auditors and Comments of the Comptroller & Auditor General of India, as circulated to the Members, be and are hereby received, considered and adopted."

2. To confirm the payment of interim dividend and declare final dividend for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the payment of interim dividend of ₹ 0.55 per equity share of ₹ 10 each (aggregating to ₹ 200 Crores) be and is hereby confirmed and the declaration of final dividend of ₹ 0.07 per equity share of ₹ 10 each (aggregating to ₹ 25 Crores) as recommended by the Board of Directors, be and is hereby approved for the Financial Year 2024-25."

3. To appoint Shri Baidyanath Maharana, Director (Finance) - (DIN 09263864), who retires by rotation and being eligible, offers himself for re-appointment, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Baidyanath Maharana, Director (Finance) - (DIN 09263864), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

4. To fix the remuneration of the Statutory Auditors for the year 2025-26 in this regard, 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 139(5) and 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2025-26.”

SPECIAL BUSINESS:

5. To appoint Shri Bimal Chand Oswal (DIN 03286483) as Non Official Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 62(D) (3), 62N and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Bimal Chand Oswal (DIN 03286483), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 14-37/432021-H.I (259063) dated 17-04-2025, for a period of one year and subsequently appointed as an Additional Director (Independent Director) by the Board of Directors vide Circular resolution dated 18.04.2025 be and is hereby appointed as an Non Official Independent Director of the Company on terms & conditions fixed by the Government of India.”

6. To appoint Shri Lakhan Lal Sahu (DIN 09488818) as Non Official Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 62(D) (3), 62N and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Lakhan Lal Sahu (DIN 09488818), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 14-37/432021-H.I (259063) dated 17-04-2025, for a period of one year and subsequently appointed as an Additional Director (Independent Director) by the Board of Directors vide Circular resolution dated 18.04.2025 be and is hereby appointed as an Non Official Independent Director of the Company on terms & conditions fixed by the Government of India.”

7. To confirm the appointment of Shri Goutam Deb, (DIN 11077909), as Nominee Director of the Company and in this regard 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 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, the Articles of Association of the Company, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Clause 5.2 of the Share Purchase Agreement between the President of India and NTPC Limited signed on 25-03-2020, and NTPC’s letter dated 23-04-2025, the appointment of Shri Goutam Deb, Executive Director, NTPC (DIN 11077909), as the Nominee Director of the Company (NTPC Nominee Director) by the Board of Directors vide Circular resolution dated 30-04-2025 w.e.f. 26th April, 2025 be and is hereby confirmed.”

8. To ratify the remuneration of the Cost Auditors for the financial year 2025-26 and in this regard 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 148 and all other applicable provisions of the Companies Act, 2013, and rules made thereunder, the Company hereby ratifies the remuneration of ₹2,80,000.00 (Rupees Two Lakh Eighty Thousand only), plus GST as applicable and out of pocket expenses (ex – Guwahati), at actuals, as approved by the Board of Directors payable to M/s Bandyopadhyaya Bhaumik & CO., Cost Accountants, Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records/statements of the Company for the financial year 2025-26, including the conversion of the Consolidated Cost Audit Report into XBRL format and its filing with the Ministry of Corporate Affairs (MCA).

9. To approve the issue of Redeemable Non-Convertible Taxable Debentures i.e. NEEPCO PSU Bonds to the extent of but not exceeding Rs.2,600 crore during FY 2026-27 and to create security by way of mortgage and/or hypothecation of the assets of the Company for proposed long term borrowings of Rs.2,600.00 crore and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

- i) **“RESOLVED THAT** the issue of Redeemable Non-Convertible Taxable Debentures i.e. NEEPCO PSU Bonds to the extent of but not exceeding Rs.2,600 crore during FY 2026-27 is hereby approved in terms of Section 42 of the Companies Act, 2013 read with Rule No.14 (1) of Chapter 3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.”



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- ii) **“RESOLVED FURTHER THAT** creation of security by way of mortgage and/or hypothecation of the assets of the Corporation against borrowings aggregating to Rs. 2,600 crore during FY 2026-27 is hereby approved in terms of Section 180(1)(a) of the Companies Act, 2013.

By Order of the Board of Directors

Place : Shillong

(Abinoam Panu Rong)

Date : 22.08.2025

Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated 19th September 2024 read together with circulars dated September 25, 2023, April 8, 2020, April 13, 2020 and May 5, 2020 and circulars issued from time to time (**collectively referred to as "MCA Circulars"**) has permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations, 2015, the AGM of the Company is being held through VC in Microsoft Teams. **The deemed venue for the 49th AGM of NEEPCO shall be Registered Office of the Company i.e. NEEPCO Office, Shillong.**
2. In compliance with the statutory guidelines, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to the Members. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.neepco.co.in and website of the stock exchange at www.bseindia.com.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as body corporate can attend the AGM through VC/ OAVM and cast their votes.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine. The shareholders of the Company in its 48th Annual General Meeting held on 16th September, 2024, had accorded approval to the Board of Directors to fix an appropriate remuneration of the Statutory Auditors of the Company who would be appointed by the Comptroller & Auditor General of India for the year 2024-25. Accordingly, the Comptroller & Auditor General of India had appointed R. N. Goyal & Co, Chartered Accountants, 201 Royal Centre, G. S. Road, Guwahati- 781007, Assam as the Statutory Auditor of the company for the financial year 2024-25. Further, the Board of Directors in its 290th Board Meeting held on 05-11-2024 noted the appointment of M/s. R. N. Goyal & Co., Chartered Accountants, Guwahati as the Statutory Auditor of NEEPCO for the financial year 2024-25 and agreed that the remuneration & other allowances of the Statutory Auditors for the FY 2024-25 will be fixed in due course by the end of the current financial year. In view of the same, the Board of Directors in its 296th Board Meeting held on 16-05-2025 approved the Annual Audit Fee of the Statutory Auditor M/s. R. N. Goyal & Co for the financial year 2024-25 amounting to ₹ 12,00,000.00 (Rupees Twelve Lakhs only) plus GST, as applicable and out of pocket

expenses at actual. The Statutory Auditors of the Company for the year FY 2025-26 are yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year FY 2025-26.

6. In accordance with Section 152 of the Companies Act, 2013 and the provisions of the Articles of Association of your Company, Shri Baidyanath Maharana, Director (Finance) - (DIN 09263864), shall retire by rotation at the Annual General Meeting of your Company and, being eligible, offers himself for re-appointment.
7. A brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), is annexed hereto and forms part of the Notice.
8. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
9. This Notice is being sent pursuant to the provisions of section 101(1) of the Companies Act, 2013.
10. Corporate Member intending to send their authorized representative to attend the Meeting is requested to send a certified copy of the Board Resolution authorizing their representative in terms of section 113 of the Companies, Act 2013, to attend and vote on behalf at the Meeting.
11. The Company has paid an interim dividend of ₹ 200.00 crore for the FY 2024-25 in March 2025. Further, the Board of Directors have recommended a final dividend of ₹ 25.00 crore for FY 2024-25. Thus, total dividend payout for the FY 2024-25 is ₹ 225.00 crores, i.e., ₹ 0.62 per share (face value of ₹ 10.00 each). The dividend pay-out represents 38.48% of Profit after Tax (PAT). The final dividend shall be subjected to the Shareholders approval in the Annual General Meeting.
12. Designated email address of the Company is company-secy@neepco.co.in
13. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
14. Necessary instructions and VC Link for attending the meeting shall be provided to the members separately on their registered email.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to company-secy@neepco.co.in.
16. None of the directors of the Company is in any way related to each other.



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

ITEM NO.5: TO APPOINT SHRI BIMAL CHAND OSWAL (DIN 03286483) AS NON-OFFICIAL INDEPENDENT DIRECTOR OF THE COMPANY

The Ministry of Power, Govt. of India vide Letter File No.14-37/43/2021-H.I. (259063) dated 17-04-2025 conveyed the appointment of Shri Bimal Chand Oswal as Non-Official Independent Director on the Board of NEEPCO for a period of one-year w.e.f. the date of notification of his Re-appointment, or until further orders, whichever is earlier.

Accordingly, he was appointed as an Additional Director (Independent Director) by the Board of Directors vide Circular resolution dated 18.04.2025 w.e.f. the date of his re appointment on the Board of NEEPCO, to hold office until the date of this Annual General Meeting.

In terms of Regulation 62(D) (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting. Further Regulation 62(N) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, states that the appointment, reappointment or removal of independent director of a High Value Debt Listed Entity shall be subject to the approval of the shareholders by way of a special resolution.

Shri Bimal Chand Oswal has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 62(N) of the SEBI Listing Regulations.

The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Bimal Chand Oswal.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Shri Bimal Chand Oswal is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.6: TO CONFIRM THE APPOINTMENT OF SHRI LAKHAN LAL SAHU (DIN 09488818) AS NON OFFICIAL INDEPENDENT DIRECTOR OF THE COMPANY



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The Ministry of Power, Govt. of India vide Letter File No.14-37/43/2021-H.I. (259063) dated 17-04-2025 conveyed the appointment of Shri Lakhan Lal Sahu as Non-Official Independent Director on the Board of NEEPCO for a period of one-year w.e.f. the date of notification of his appointment, or until further orders, whichever is earlier.

Accordingly, he was appointed as an Additional Director (Independent Director) by the Board of Directors vide Circular resolution dated 18.04.2025 w.e.f. the date of his appointment on the Board of NEEPCO, to hold office until the date of this Annual General Meeting.

In terms of Regulation 62(D) (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting. Further Regulation 62(N) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, states that the appointment, reappointment or removal of independent director of a High Value Debt Listed Entity shall be subject to the approval of the shareholders by way of a special resolution.

Shri Lakhan Lal Sahu has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 62(N) of the SEBI Listing Regulations.

The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Lakhan Lal Sahu.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Shri Lakhan Lal Sahu is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.7: TO CONFIRM THE APPOINTMENT OF SHRI GOUTAM DEB, (DIN 11077909), AS NOMINEE DIRECTOR OF THE COMPANY

NTPC Limited vide its letter dated 23-04-2025, informed that in pursuance of the powers conferred under Share Purchase Agreement, NTPC Limited has nominated Shri Goutam Deb, Executive Director, NTPC Limited as Part-time Director on the Board of NEEPCO in place of Shri K Shanmugha Sundaram, Director (Projects) NTPC Limited.

As per section 161(3) of the Companies Act, 2013, the Nominee Directors on the Board are to be appointed by the Board of the Directors of the Company subject to the provisions of the Articles of Association of the Company.



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Accordingly, Shri Goutam Deb, Executive Director, NTPC Limited was appointed as Nominee Director on the Board of NEEPCO by the Board of Directors of the Company w.e.f. 26th April, 2025.

The terms and conditions regulating the appointment of Shri Goutam Deb on the Board of NEEPCO shall be in terms of the Share Purchase Agreement signed between the Government of India and NTPC Limited on 25-03-2020. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Goutam Deb.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

Furthermore, in terms of Regulation 62(D) (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri Goutam Deb, is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.8: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS

Based on the recommendation of the Audit Committee, and the approval of the Board of Directors in its 299th Board Meeting held on 12th August, 2025, M/s Bandyopadhyaya Bhaumik & CO., Cost Accountants, are appointed as the Cost Auditors of NEEPCO, to conduct the audit of the cost records/ statements of the Company for the financial year 2025-26, including the conversion of the Consolidated Cost Audit Report into XBRL format and its filing with the Ministry of Corporate Affairs (MCA) at a remuneration of 2,80,000.00 (Rupees Two Lakh Eighty Thousand only) plus GST as applicable and out of pocket expenses ex – Guwahati, at actuals.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.9: TO APPROVE THE ISSUE OF REDEEMABLE NON-CONVERTIBLE TAXABLE DEBENTURES I.E. NEEPCO PSU BONDS TO THE EXTENT OF BUT NOT EXCEEDING RS.2,600 CRORE DURING FY 2026-27 AND TO CREATE SECURITY BY WAY OF MORTGAGE AND/OR HYPOTHECATION OF THE ASSETS OF THE COMPANY FOR PROPOSED LONG TERM BORROWINGS OF RS.2,600.00 CRORE

The Corporation has signed Memorandums of Agreements (MoAs) with the Government of Arunachal Pradesh on 12.08.2023 for execution of the following hydro projects in Arunachal Pradesh:

1. Heo HE Project (240 MW)
2. Tato-I HE Project (186 MW)
3. Tato-II HE Project (700 MW)
4. Naying HE Project (1000 MW)
5. Hironong HE Project (500 MW)

On the basis of the status of various clearances, three projects, viz. Heo HEP, Tato-I HEP and Tato-II HEP, are in advanced stages of project commencement.

In the case of the Naying project (1000 MW), the PIB memorandum shall be submitted upon approval of the updated cost estimates, which are currently under examination by the Central Electricity Authority (CEA) and Central Water Commission (CWC). For the Hironong project (500 MW), the revision of the Detailed Project Report (DPR) is presently in progress.

NEEPCO is also developing a 300 MW (Phase-I) Ground Mounted Solar Project at Bhanipura, Bikaner, Rajasthan, through NTPC Green Energy Limited (NGEL), which has been engaged as the Project Management Consultant. The project was approved by NEEPCO's Board of Directors in its 285th meeting held on 23.02.2024. The expected commissioning date for 200 MW is 31st December 2025, and for the remaining 100 MW, it is 22nd August 2026.

In view of the above, the Corporation expects to incur the following CAPEX during 2026-27:

| Sl. | Particulars | Rs. crore |
|-----|--|-----------------|
| A. | Commissioned power stations | 155.00 |
| B. | New projects including Survey & Investigation: | |
| | Heo HEP | 434.00 |
| | Tato-I HEP | 394.00 |
| | Tato-II HEP | 826.00 |
| | Naying HEP | 800.00 |
| | Solar Phase-I (300 MW) | 464.00 |
| | S&I projects | 20.00 |
| | Total CAPEX | 3,093.00 |

The following table shows the expected cash inflows and expenditure during FY 2026-27:

| Particulars | Rs. crore |
|-------------------------------|-----------|
| Estimated revenue collections | 4,200.00 |
| Estimated cash outflow: | 7,500.00 |

| | |
|---|-----------------|
| Total Deficit: | 3,300.00 |
| Less: Expected Equity infusion by NTPC | 607.03 |
| Less: Expected Central Financial Assistance (CFA) | 62.72 |
| Net Deficit: | 2,630.25 |

The table above shows a net deficit of Rs.2,630.25 crore in FY 2026-27 after considering Equity infusion by NTPC (74% being NEEPCO's shareholding in the JV company out of the total 30% equity of the estimated CAPEX for the new Hydro Projects in Arunachal Pradesh and 20% for the Solar project in Bikaner excluding S&I projects).

The borrowing powers of the company as on 31.03.2026 are estimated as follows:

| Particulars | Rs. crore |
|--|----------------------|
| Paid-up Share Capital as on 31.03.2025 | 3,609.81 |
| Add: Free Reserves as on 31.03.2025 | 2,915.11 |
| Add: Expected equity infusion by NTPC in 2025-26 | 343.64 |
| Add: Additional borrowing powers as per AGM dated 16.09.2024 | 6,000.00 |
| Sub-total | 12,868.56 |
| Less: Debt outstanding as on 31.07.2025 | 7,631.98 |
| Less: Estimated borrowings during August 2025 to March 2026 | 1,750.00 |
| Add: Estimated repayments August 2025 to March 2026 | 681.76 |
| Total estimated balance borrowing powers as on 31.03.2026 | 4,168.34 |

The estimated borrowing power indicated above is subject to change as per actual drawal and repayment of loans during the year.

It is proposed to seek approval for borrowings up to Rs.2,600 crore during the FY 2026-27 through privately placed Bonds/ long-term or medium-term loans / foreign currency loans (FCLs) from banks/financial institutions depending upon the market circumstances.

Further in case of mobilisation of funds through privately placed PSU Bonds during 2026-27, it is required to seek the approval of the Shareholders in terms of section 42 of Companies Act, 2013 read with the Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

In case of those borrowings to be secured by way of mortgage/hypothecation of the Corporation's fixed assets, a special resolution of the Shareholders will also be required for creation of security as per Section 180(1)(a) of the Companies Act, 2013.

The proposed additional borrowing of Rs.2,600 crore would be within the borrowing powers of the Board.

In view of the above, the Board of Directors of NEEPCO in its 299th Board Meeting held on 12th August, 2025 had inter-alia, approved the following resolutions:

Resolved that the debt up to Rs. 2600 crore may be raised during the FY 2026-27 through privately placed Bonds / long-term or medium-term loans / foreign currency loans (FCLs) from banks/ financial institutions depending upon the market circumstances.



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एनटीपीसी लिमिटेड की पूर्ण स्वामित्व वाली सहायक कंपनी A wholly owned subsidiary of NTPC Ltd.

कंपनी सचिवालय **COMPANY SECRETARIAT**

Further resolved that the creation of security, if required, by way of mortgage and/or hypothecation of the assets of the Corporation for these borrowings aggregating to Rs.2600 crore during FY 2026-27 is hereby recommended for approval of the Shareholders in terms of Section 180(1)(a) of the Companies Act, 2013.

Resolved that the issue of Redeemable Non-Convertible Taxable Debentures i.e. NEEPCO PSU Bonds to the extent of but not exceeding 2600 crore during FY 2026-27 is hereby recommended for approval of the Shareholders in terms of section 42 of Companies Act, 2013 read with the Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

By Order of the Board of Directors

Place: Shillong
Date: 22.08.2025

(Abinoam Panu Rong)
Company Secretary & Compliance Officer



नॉर्थ ईस्टर्न इलेक्ट्रिक पावर कॉर्पोरेशन लिमिटेड
NORTH EASTERN ELECTRIC POWER CORPORATION LTD.



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BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

| Name | Shri Baidyanath Maharana | Shri Bimal Chand Oswal | Shri Lakhan Lal Sahu | Shri Goutam Deb |
|---------------------------------------|--|---|---|--|
| Date of Birth & Age | 09-09-1967 58 years | 10-10-1960 64 years | 16-06-1971 54 years | 05-12-1965 59 years |
| Date of appointment | 10-09-2021 | 17-04-2025 | 17-04-2025 | 26-04-2025 |
| Qualifications | Member of the Institute of Cost Accountants of India. Diploma in Software Commercial Application and is a graduate with Physics Honours from the Utkal University. | B.Com (Hons), LL.B Graduate | M.A.(Hindi Literature), LL.B Agriculturist | Bachelor's degree in Mechanical Engineering, M.Tech in Industrial Management, Postgraduate Diploma in Business Administration from MDI Gurgaon |
| Expertise in Specific Functional Area | His experience is multifaceted and comprises of Projects Accounts, Contracts Management and Finance Concurrence, Funds management, Treasury Management, Direct and Indirect Taxation, Budgetary Control and MIS, MoU, Internal Audit etc. He has established himself as an expert in Funds Management and Contractual Matters. Under his leadership of Finance, NEEPCO has received its highest credit ratings and | He is a B.Com (Honours) graduate from St Xavier's College, Kolkata and also a graduate in LLB from Surendra Nath Law College, Kolkata. He is the Chief Executive of Rhino Research Products, Dhubri (An Ayurvedic Medicine Manufacturing Unit). Further, Shri Bimal Chand Oswal is also a Director of North East India Ayush Consortium Limited, Assam. He is also keenly involved in community and societal activities. | He holds Master's Degree in Hindi Literature and LL.B. He has continuous experience in the area of law since 1998. He has also served as Secretary Bar Association of District Mungeli. He was a Member of Jila District Panchyat Bilaspur during 2005 to 2010. Shri Lakhan Lal Sahu was a Member of Parliament from Bilaspur Lok Sabha C.G. from 2014 to 2019. During his tenure as Lok Sabha Member, he was a member in | He holds the position of Regional Executive Director (RED) for Hydro and Executive Director (ED) for Project Management at NTPC Limited. He brings over 35 years of extensive experience in the power sector, specializing in Project execution & Management of Thermal, Hydro Projects and Operations & Maintenance (O&M) of Thermal Projects. |



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कंपनी सचिवालय **COMPANY SECRETARIAT**

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|---|---|--|---|--|
| | raised long term loans at all time lowest interest rates. | | many committees like Standing Committee on Railway Ministry, Member of Consultative Committee Ministry of Coal, Member Committee on Members of Parliament Local Area Development Scheme (MPLADS) and Member in the Hindi Committee in the Ministry of Textiles. During the year 2016 to 2019 he was also a Member of Committee on Absence of Members from the sittings of the House Parliament. | He began his career with NTPC in 1988 as an Executive Trainee. In his role as RED (Hydro), he is focused on accelerating the execution of hydro projects and advancing NTPC's initiatives for capacity addition through pump storage plants. As ED (Project Management), he oversees NTPC's extensive project portfolio, including over 15 GW of ongoing and upcoming projects and more than 60 GW of Flue Gas Desulfurization (FGD) projects. |
| Directorship held in other companies | Nil | 1. North East India Ayush Consortium Limited | Nil | 1. NTPC GE Power Services Private Limited 2. THDC India Limited 3. U.P. Rajya Vidyut Utpadan Nigam Limited 4. Meja Urja Nigam Private Limited |
| Membership/ Chairmanship of Committees (i.e. Audit Committee & Stakeholders | Member: Stakeholders Relationship Committee of NEEPCO | Chairperson: Audit Committee of NEEPCO | Chairperson 1. Stakeholders Relationship Committee of NEEPCO Member: 1. Audit Committee of NEEPCO | Nil |



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कंपनी सचिवालय **COMPANY SECRETARIAT**

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|--|--|--|--|---|
| Relationship Committee) across all Public Companies | | | | |
| Number of shares held in NEEPCO Ltd. | NIL | NIL | NIL | NIL |
| Number of Meetings of Board Attended during the year 2024-25 | No. of Meeting held: 8 No. of Meeting attended: 8 | No. of Meeting held: 4 No. of Meeting attended: 4 | No. of Meeting held: 0 No. of Meeting attended: 0 | No. of Meeting held: 0 No. of Meeting attended: 0 |
| Relationship with other Directors/ KMP | No Relationship | No Relationship | No Relationship | No Relationship |
| Terms & Conditions of appointment / re-appointment | As per approval of Govt. of India & relevant guidelines issued from time to time | As per approval of Govt. of India & relevant guidelines issued from time to time | As per approval of Govt. of India & relevant guidelines issued from time to time | As per Share Purchase Agreement between Government of India and NTPC Limited dated 25-03-2020 |