

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 07, 2026

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

Scrip Code: 532362

Subject: Notice of 30th Annual General Meeting ("AGM") of the Company for the Financial Year 2025-26 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 30th AGM of the Company scheduled to be held on Tuesday, September 29, 2026 at 03:00 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. Tuesday, September 22, 2026. The remote e-voting begins on Thursday, September 24, 2026 at 9:00 a.m. (IST) and ends on Monday, September 28, 2026 at 5:00 p.m. (IST).

Kindly take the same on your records.

Thanking you,

For Nagpur Power and Industries Limited

Akansha Patel
Company Secretary & Compliance Officer
ACS: 76405

Encl. A/a

NOTICE FOR 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting (“AGM”) of **Nagpur Power And Industries Limited (“the Company” or “NPIL”)** will be held on **Tuesday, September 29, 2026 at 3:00 PM** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.**

“**RESOLVED THAT** the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31 March 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

- 2. To appoint a director in place of Ms. Nidhi Salampuria (DIN: 07138654) who retires by rotation and being eligible, offers herself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Ms. Nidhi Salampuria (DIN: 07138654), who retires by rotation and being eligible offers herself 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-Appoint Mr. Gautam Khandelwal (DIN: 00270717) as Whole-Time Director designated as “Executive Chairman” of the Company.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gautam Premnath Khandelwal (DIN 00270717) as Whole Time Director of the Company designated as “Executive Chairman”, whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from July 01, 2026, at a remuneration of Rs. 24,00,000/- (Rupees Twenty Four Lakhs only) per annum, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Premnath Khandelwal (DIN 00270717), and subject to revised remuneration not exceeding the limits specified under 197 or Schedule V, in case of absence or inadequacy of profits in any financial year, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

Place: Mumbai

Date: 7th September, 2026

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, General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024, and General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA"), AGM will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), where physical attendance of the Members at the AGM venue is not required. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system.

The deemed venue for the AGM shall be the registered office of the Company.

2. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. 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 the AGM and hence, the proxy form and attendance slip are not annexed hereto.
3. As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The "Cut-off Date" for determining eligibility of the Members for the purpose of remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting, during the AGM is Tuesday, September 22, 2026.
5. Institutional / Corporate members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy of the Board Resolution/Power of Attorney authorizing its representatives to attend and vote at the AGM pursuant to Section 113 of the Act, email at npil_investor@khandelwalindia.com and evoting@nsdl.co.in.
6. The relevant details under 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed herewith.
7. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF E-MAIL ID

10. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report and Financial Statements for FY 2025-26 ("Annual Report") is being sent only

through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants ("DPs"). Members may note that the Notice and Annual Report for FY 2025-26 will also be available on the Company's website at www.nagpurpowerind.com, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com. No physical copy of the Notice and Annual Report has been sent to Members who have not registered their e-mail addresses with the Company/DPs/Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited).

11. Members whose e-mail ID is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time, may get their e-mail ID registered by submitting Form ISR-1 to MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com or to the Company at npil_investor@khandelwalindia.com. However, for the shares held in demat form, Members are requested to write to their respective DPs.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

12. The Company has engaged the services of NSDL. Members will be able to attend the AGM through VC/ OAVM by following the instructions provided in the notes to the Notice of the AGM.
13. Facility to join the Meeting shall be opened thirty (30) minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
14. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1,000 Members on a first come first served basis.
15. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, Secretarial Auditors etc., can attend the AGM without any restriction on account of first-come first-serve principle.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/QUERIES

16. The Members who have any questions on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, latest by Tuesday, September 22, 2026 (5:00 p.m. IST) through their registered e-mail ID address at npil_investor@khandelwalindia.com by mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number.
17. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio No., PAN and mobile number at npil_investor@khandelwalindia.com on or before Tuesday, September 22, 2026 (5:00 p.m. IST).
18. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
19. 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, shall be made available for inspection by the Members during the AGM.

20. 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 up to the date of AGM. Members seeking to inspect such documents can send an e-mail to npil_investor@khandelwalindia.com.
21. Members who hold shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof with MUFG Intime India Private Limited, Company's RTA. Members whose shareholding is in electronic mode are requested to intimate the change of address, registration of e-mail ID and updation of bank account details to their respective DPs.
22. Members holding shares of the Company in physical mode are requested to furnish/update their e-mail ID, Mobile Number, PAN and other KYC details through Form ISR-1, to furnish the Nomination as provided in Rules (1) of the Companies (Share Capital and Debentures) Rules, 2014 through Form SH-13 or to opt out from giving the Nomination through Form ISR-3 and to change the Nomination through Form SH-14 pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07 May 2024. The forms are also available on the website of the Company at www.nagpurpowerind.com.
23. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTABM/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in demat only while processing service request(s) relating to issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filled Form ISR-4 which is also available on the website of the Company at www.nagpurpowerind.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

24. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and MCA Circulars issued in this regard, and Regulation 44 of Listing Regulations read with SEBI Circulars issued in this regard, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means.
25. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.
26. Mr. Sanam Umbargikar, Practicing Company Secretary (FCS No. 11777, CP No. 9394) has been appointed as the Scrutinizer by the Board of Directors of the Company for conducting the e-voting process including remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
27. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Thursday, September 24, 2026
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End of remote e-voting	Upto 5:00 p.m. (IST) on Monday, September 28, 2026
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- a) A member can opt for only single mode of voting, i.e. through remote e-voting or during the Meeting.
- b) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again;
- c) The Members may please note that the remote e-voting shall not be allowed beyond the abovementioned date and time;
- d) Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 22, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com . 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 have forgotten your password, you could reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com . In case of the individual shareholders holding shares in demat mode, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 22, 2026, may follow steps mentioned in the Notice of the AGM under **"Access to NSDL e-voting system"**;
- e) A person who is not a Member as on the cutoff date should treat this Notice for information purpose only;
- f) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only i.e. Tuesday, September 22, 2026, shall be entitled to avail the facility of e-voting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote during the Meeting;
- g) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. closure of Tuesday, September 22, 2026;
- h) The e-voting facility at the Meeting shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting;
- i) 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;
- j) To attend to any queries, you may refer the Frequently Asked Questions ("FAQs") and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, at the designated e-mail ID - evoting@nsdl.com at National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051,

Maharashtra, India, who will also address the grievances connected with the voting by electronic means;

k) The details of the process and manner for remote e-voting are explained below:

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evoting_login.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 held 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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 use 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 click on registration option. 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.
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
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. 1800-21-09911

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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your ‘initial password’?
 - (i) 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’.

(ii) 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:
 - a) 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 .
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
 - c) 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.
 - d) 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

1. 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 by e-mail to npil_investor@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.
2. 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.
3. 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 or send a request to Ms. Pallavi Mhatre 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 npil_investor@khandelwalindia.com.
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 npil_investor@khandelwalindia.com. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at npil_investor@khandelwalindia.com. The same will be replied by the company suitably.

E-VOTING RESULT

28. The Scrutiniser will, after conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting through e-voting and remote e-voting and make a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutiniser will also be placed

on the website of the Company at www.nagpurpowerind.com, the website of NSDL at www.evoting.nsdl.com. The results shall simultaneously be submitted to the Stock Exchange and available at www.bseindia.com.

29. Subject to receipt of requisite number of votes in favour, the resolutions proposed in the Notice shall be deemed to be passed on the date of AGM i.e. Tuesday, September 29, 2026.
30. The recorded transcript of this Meeting, shall as soon as possible, be made available on the website of the Company.

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	Ms. Nidhi Salampuria	Mr. Gautam Khandelwal
DIN	07138654	00270717
Date of Birth	24.12.1986	01.04.1962
Nationality	Indian	Indian
Date of First Appointment	01.04.2015	06.12.1996
Qualification	CS & LLB	BA in Economics & he studied Economics at London School of Economics.
Expertise in specific functional areas	Corporate Secretarial, Legal, Business Affairs, Commercial & Non Co. Litigation, Real Estate Laws, Contract Negotiations and Corporate Governance	He is having 36+ years of business experience across various industries.
Directorships held in other companies (As on March 31, 2026)	Entecres Labs Private Limited	1. Informed Technologies India Limited 2. The Motwane Manufacturing Company Private Limited 3. Motwane Digital Private Limited 4. Motwane Building Systems Private Limited 5. Zeppelin Investments Private Limited 6. Testdata Technologies Private Limited 7. Entecres Labs Private Limited 8. Gras Education & Training Services private Limited
Details of Listed entities from which he/ she resigned as director during the last three years	None	Varroc Engineering Limited
Committee position held in other companies (As on March 31, 2026)	None	AUDIT COMMITTEE 1. Informed Technologies India Limited (Member) STAKEHOLDER RELATIONSHIP COMMITTEE 1. Informed Technologies India Limited (Member) NOMINATION AND REMUNERATION COMMITTEE 1. Informed Technologies

		India Limited (Member)
No. of shares held in the Company	1,037	7,36,805
Shareholding as beneficial owner	None	None
Inter-se relationship between Directors, Manager and Key Managerial Personnel	None	None
Disclosure of relationship with promoter of the Company	None	He is promoter of the Company
Board Meeting Attendance Details	Provided in Corporate Governance Report	Provided in Corporate Governance Report
Brief Profile	Ms. Nidhi Salampuria possesses extensive experience in various areas of law, including litigation, contract negotiations, and corporate governance. She holds a Bachelor of Law (LL.B.) degree from the University of Mumbai and is also a qualified member of the Institute of Company Secretaries of India (ICSI).	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 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.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets requirements	Not applicable	Not applicable

Place: Mumbai
Date: 7th September, 2026

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

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

Mr. Gautam Khandelwal has been the Chairman and Executive Director of the Company since July 01, 2004. The present tenure of Mr. Gautam Khandelwal as an Executive Chairman ends on June 30, 2026.

The Board of Directors of the Company (the 'Board') on the recommendation of Nomination and Remuneration Committee had at its meeting held on May 29, 2026 re-appointed Mr. Gautam Premnath Khandelwal as Whole Time Director of the Company designated as "Executive Chairman", whose office will be liable to determination by retirement by rotation, for a period of 3 (three) years from the expiry of his present term, which expired on June 30, 2026, at a remuneration of Rs. 24,00,000/- (Rupees Twenty Four Lakhs only) per annum, recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the approval of members. The Company has received a notice under Section 160 from a member signifying his intention to propose the candidature of Mr. Gautam Khandelwal at the forthcoming Annual General Meeting.

Brief profile of Mr. Gautam Khandelwal is as follows:

Mr. Gautam Khandelwal, aged 64 years holds Bachelor's Degree in Economics from the University of Mumbai and has studied Economics from London School of Economics. He is having 36+ years of business experience across various industries. He is also on Board of various listed & unlisted companies. He is associated with the Company since 1996.

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

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

i) Remuneration:

(a) Basic Salary: Rs. 24 Lakhs per annum;

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

(c) Commission in any year not exceeding the limits specified in the Companies Act, 2013 or any statutory modification(s) or any re-enactment thereof.

d) Provision of car, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, on Company's business, would not be considered as perquisites.

ii) Remuneration in case of Inadequacy of profits:

Notwithstanding anything contained herein, in the event of absence or inadequacy of profits in any financial year during the tenure of the Whole-time Director, the remuneration payable to the Whole-time Director by way of salary, perquisites, allowances and other benefits shall be such amount as may be determined by the Board from time to time, provided that the aggregate remuneration shall not exceed the maximum limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013, as amended from time to time, and shall be deemed to have been approved by the Members under this Resolution.

iii) Other Terms:

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

Mr. Gautam Khandelwal is interested in the Resolution mentioned at Item No. 3 of the Notice with regard to his respective appointment. Other than him no other Directors, Key Managerial Personnel's or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

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

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

I. GENERAL INFORMATION

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

II. INFORMATION OF APPOINTEE: MR. GAUTAM PREMNATH KHANDELWAL

1	Background details	He holds a BA (Economics) from the University of Mumbai and studied Economics from London School of Economics. He is having around 36+ years of business experience across
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		various industries.
2	Past remuneration	Rs. 24,00,000/- per annum including benefits, perquisites.
3	Recognition or awards	N.A.
4	Job Profile and his suitability	Management of Total Business Affairs of the Company
5	Remuneration proposed	Rs. 24,00,000/- per annum w.e.f July 01, 2026
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is in line with the trends in the industry and is befitting Mr. Gautam Khandelwal's educational background, experience and competence.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Promoter Director associated with the company since 1996 and managing the Company since July 01, 2004.

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	Company has run out of raw material i.e. slag due to which its revenue has declined.
2	Steps taken or proposed to be taken for improvement	The Company has entered into another segment of business couple of years earlier via a majority stake in "The Motwane Manufacturing Company Private Limited" (MMCPL).
3	Expected increase in productivity and profits in measurable terms	Not Available

IV. DISCLOSURES

1	Other Disclosure	The details of remuneration payable/paid to Mr. Gautam Khandelwal have been disclosed above. The Company does not have any scheme for grant of stock options.
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Place: Mumbai
Date: 7th September, 2026

**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