



To,
The Members,
Nepa Limited

NOTICE is hereby given that the 75th Annual General Meeting of the members of Nepa Limited will be held on Wednesday, 21st day of December, 2022 at 4.00 PM at registered office, Neapanagar, Dist: Burhanpur, Madhya Pradesh – 450221, by online mode to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement for the year ended 31st March, 2022, the Balance Sheet, profit & Loss Account and Cash flow as on that date and the reports of Directors and Statutory Auditors, thereon.
2. To appoint a director in place of Smt. Renuka Mishra Madam, who retires by rotation and being eligible, offers herself re-appointment.
3. To consider and if though fit, to pass with or without modification(s), the following resolution as on Ordinary Resolution:

“RESOLVED THAT, consent of the Company, be and is hereby accorded, for payment of remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand, plus Service Tax) to M/s Fadnis & Gupte, Indore, Statutory Auditors, besides reimbursement of traveling and out of pocket expenses limited to 75000/-, subject to other terms and condition laid down by the Office of the Comptroller and Auditor General of India in their letter No. CA.V/COY/CENTRAL GOVERNMENT, NEPA (1)/694 dated 01.09.2022 for the F.Y 2022-23.

AS SPECIAL BUSINESS

4. To consider and if though fit, to pass with or without modification(s), the following resolution as on Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2023 as set out in the statement annexed to the Notice convening this Meeting, be and is hereby ratified by the shareholders of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if though fit, to pass with or without modification(s), the following resolution as on Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 14 of companies Act, 2013 (the ‘Act’), read with the companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the exiting Articles of Association of the Company with new set of Articles of Association (AoA) as per the provisions of the Companies Act, 2013.



“RESOLVED FURTHER THAT Chairman cum Managing Director and Company Secretary be and are hereby severally/jointly authorised to sign, verify, execute and file all necessary forms and documents with the Registrar of Companies and such other authorities as may be required and to do all such acts, deeds, matters and things necessary or expedient to give effect to the resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act 2013, including any statutory modifications or re-enactments thereof, for the time being in force, consent of the members of the company be and is hereby accorded for increasing of Authorized Share Capital of the Company from Rs. 690,83,00,000/- (Rupees Six hundred Ninety Crores Eighty Three Lakh Only) to 800, 00,00,000/- (Rupees Eight hundred Crores Only) to the following capital structure:

- (i) Rs. 6,49,17,00,000 (Six Hundred Forty Nine Crore Seventeen Lakh Only) divided into 1298340000 equity Shares of Rs. 5 Each.
(ii) Rs. 1,50,83,00,000 (One Hundred Fifty Crores Eighty Three Lakh only) divided into 1508300 7% Non Cumulative Preference shares of Rs. 1000 each.

“FURTHER RESOLVED THAT the directors of the Company or Company Secretary be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act 2013, including any statutory modifications or re-enactments thereof, for the time being in force, and consent of the members of the company be and is hereby accorded for deletion of Clause V of the Memorandum of Association of the company and that the following new Clause V, be and hereby Substituted therefore

V. The Authorized Share Capital of the Company is:

- (i) Rs.6,49,17,00,000 (Six hundred Forty Nine Crores Seventeen Lakh Only) divided into 1298340000 equity shares of Rs. 5/- each. with rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the company for the time being.
(ii) Rs. 1,50,83,00,000 (One Hundred Fifty Crores Eighty Three Lakh only) divided into 1508300 7% Non Cumulative Preference Share of Rs. 1000 each.

“FURTHER RESOLVED THAT the directors of the Company or Company Secretary be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

8. To consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution



“RESOLVED THAT Pursuant to the provision of Section 62 of the Companies Act, 2013 and all other applicable provision as applicable and as amended till date, the consent of the members be and is hereby accorded for issue and allotment of equity shares against sum received from time to time out of total sanctioned amount of Rs. 78.41 Crores as equity shares of Rs.5/- each at par ranking paripassu with existing Equity Shares in the name of President of India as representing the Central Government against infusion of additional equity of Rs. 78.41 Crore Financing the increase in the cost of RMDP of NEPA LTD as per Ministry of Heavy Industries & Public Enterprises.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank paripassu with the existing Equity Shares of the Company in all respects”

RESOLVED FURTHER THAT the Company Secretary of the company be and is hereby authorized to do and cause to be done all acts incidental and pertaining to the allotment of aforesaid Rs.78.41 Crores in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company.

RESOLVED FURTHER THAT the directors of the Company or Company Secretary of the company be and are hereby severally authorized to digitally sign and file e-form regarding Return of allotment before Statutory Authorities as per requirement of the Companies Act, 2013 and their respective Rules if any.”

By Order of the Board of Directors
Purnima Parashar
Company Secretary
M No.: A36079

Date: 21/11/2022
Place: Nepanagar

IMPORTANT NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’), is annexed
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, General Circular no. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 and File No.Policy-17/57/2021-CL-MCA Dated 05.05.2022 it has been decided to allow the companies whose AGMs are due in the Year 2022, to conduct their AGMs on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. The Register of members of the Company will remain closed from 15th December 2022 to 21st December, 2022 (both date inclusive)
4. Since this AGM will be held through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), Members will not be able to appoint proxies for this meeting. Further, Attendance Slip and Route Map are not being annexed to this Notice.
5. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at secretary@nepamills.nic.in



6. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Mr. Deepak Bansal, (Practicing Company Secretary) form New Delhi, as the Scrutinizer for this purpose.
7. Remote e-voting will commence at 9.00 a.m. on 18thDecember, 2022 and will end at 5.00 p.m. on 20thDecember 2022, when remote e-voting will be blocked by NSDL.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 14thDecember, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company maintained by the Company as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, followed by Circular No. 20/2020 dated May 05, 2020, General Circular no. 02/2021 dated 13.01.2021,File No.Policy-17/57/2021-CL-MCA Dated 05.05.2022the Notice calling the AGM has been uploaded on the website of the Company at www.nepamills.nic.in.The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.
10. In conformity with the applicable regulatory requirements, the Notice of this AGM along with explanatory statement and the Report and Accounts for the F.Y. 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Registrar and transfer agent of company (RTA)PurvaSharegistry (India) Pvt Ltd Members who have not registered their e-mail addresses with the Company or with the RTA and wish to receive the aforesaid documents are required to register their e-mail addresses may send an e-mail to secretary@nepamills.nic.in or write to Registrar and transfer agent of company at their email address. support@purvashare.com
11. 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 for 1000 members on first come first served basis. This will not include large Shareholders (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, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

VOTING THROUGH ELECTRONIC MEANS

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. 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 cast your vote electronically.

Your User ID details are given below : (Your EVEN Number is 122980)

Manner of holding shares For Members holding shares in Physical Form	Your User ID is: 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***
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5. Your password details 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) 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'.
 - (d) 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:
 - (e) 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.
 - (f) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (g) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (h) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - (i) Now, you will have to click on "Login" button.
 - (j) After you click on the "Login" button, Home page of e-Voting will open.
7. Cast your vote electronically on NSDL e-Voting system
 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.
2. 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 toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

3. 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:
4. 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 (secretary@nepamills.nic.in).

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/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 EGM/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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 folio number, email id, mobile number at secretary@nepamills.nic.in. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.

Other Instruction

8. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the Annual General Meeting.
9. The shareholders can opt for only one mode of voting i.e. remote e-voting or e-voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final



10. The voting rights of Members for e-voting and e-voting at the meeting shall be in proportion to their shares of the paid up equity share capital of the Company as on 14th December, 2022
11. The result on resolutions shall be declared on or before the closing business hours on 23rd December, 2022 and will be available on the website of the Company. The resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Registrar & Transfer Agent as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
13. The Scrutinizer shall after the conclusion of voting at the Annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nepamills.nic.in immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT

(Pursuant to section 102 (1) of the Companies Act, 2013 in respect of item no. 4, 5, 6, 7 & 8 contained in the Notice of meeting)

Item No. 4

Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 requires remuneration of the cost auditors as approved by the Board to be ratified by shareholders subsequently.

Based on the recommendation of the Audit Committee, the Board of Directors by Circular resolution effective September 29th, 2022 has approved the names of Chatterjee Gazi & Associates, Kolkata Firms for appointment for a total remuneration of Rs. 37000/- inclusive of all taxes, duties & all other expenses.

Accordingly, Members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions.

The Board of Directors commends the resolution for approval of the Shareholders.

Item No. 5

Adoption of New Set of Article of Association (AOA)

The Articles of Association of the Company as currently in force were originally adopted as per the Companies Act, 1956. The Companies Act, 1956, is replaced with the Companies Act, 2013, so the references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Therefore, It was proposed to amend the existing Articles of Association of the Company to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table 'F' to Schedule I to the Companies Act, 2013 which sets out the model Articles of association for a company limited by shares.



A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the registered office of the company during the business hours on any working day between 11:00 a.m. to 1:30p.m. up to the Annual General meeting.

None of the Director and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board of Directors commends the resolution for approval of the Shareholders.

Item No. 6 & 7

GoI, Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, vide their letter No.-7(8)/2009-PE-VII dated 25thSeptember, 2012 accorded the approval of a total package of Rs.1025.96 Crores for Revival of Nepa Ltd., including the conversion of loan of Rs. 231.01 Crores into Equity and infusion of funds to the tune of Rs. 157 Crores in the form of fresh equity to meet part finance of total capital expenditure of Rs. 285 Crores for Revival & Mill Development Plan (copy attached).

Accordingly, Company had enhanced the Authorised Share Capital from Rs.125 Crores to Rs.585 Crores (Rs. 525 Crores of Equity Shares of Rs. 10/- each and 60 Crores, 7% Non-Cumulative Preference Shares of Rs. 1000/- each) on 4thMarch, 2013 through EGM

As per budget support to Nepa Ltd for RMDP the GoI, Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, vide its letter No. 7(12)/2014-PE-VII dated 12th October 2018 has sanctioned additional equity of Rs. 277 crores for revised cost estimate of RMDP and Rs. 90.83 Crore for VRS (Voluntary Retirement Scheme) accordingly company has enhanced Authorized capital from Rs. 585 Crore to Rs. 690.83 Crore on 10th August 2019.

Further Additional Fund vide its letter No. 7(12)/2014-PE-7/CPSE-3 dated 13th October 2021 to Nepa Ltd has sanctioned for infusion of additional equity of Rs. 78.41 crores for financing increase in the cost of RMDP and desired that company should issue ordinary equity share against the sum issued for RMDP to GOI.

However, the present authorized share capital of the company is not sufficient for allotment of Rs. 78.41 Crore

Present capital structure

Particular	Present Capital Structure Amt in Crores		Total Amt in Crores
	Equity	Preference	
Authorised Share Capital	540.00	150.83	690.83
Paid-up Share Capital	539.37	76.54	615.91

Company need to increase its current authorized share capital from Rs.690.83 Crores to Rs. 800 Crores. for the allotment of the current sanctioned and disbursed amount of Rs.78.41 Crore. in the form of Equity Share and proposed future release of fund by GOI.

Accordingly clause V of the Memorandum of Association of the company needs to be amended as follow

V. The Authorized Share Capital of the Company is:



- (i) Rs.6,49,17,00,000 (Six hundred and Forty Nine Crores Seventeen Lakh Only) divided into 1298340000 equity shares of Rs. 5/- each. with rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the company for the time being.
- (ii) Rs. 1,50,83,00,000 (One Hundred Fifty Crores Eighty Three Lakh only) divided into 1508300 7% Non Cumulative Preference Share of Rs. 1000 each.

Under Section 61 of the Companies Act, 2013, read with the applicable provisions of the Companies Act, 2013 consent of the shareholders of the Company is required to be obtained for increase in share capital of the company

Under Section 13 read with the applicable provisions of the Companies Act, 2013 for alteration in capital clause Memorandum of Association of the company consent of the shareholders of the Company is required.

All the documents relevant to the resolution specified in item no. 6 & 7 of the notice are open for inspection by the shareholders of the company at the registered office of the during the business hours on any working day between 11:00 a.m. to 1:30 p.m. up to the Annual General meeting.

None of the Director and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board of Directors commends the resolution for approval of the Shareholders

Item No. 8

Company was referred to BIFR in 1998 in case no.502/1998, BIFR directed Operating Company referred to BIFR in 1998 in case no.502/1998, BIFR directed Operating Agency (OA) i.e. SBI to formulate a Detailed Rehabilitation Scheme for Nepa Limited, the same was submitted to BIFR. The Union Cabinet gave its approval for revival of Nepa Limited on 6thSeptember, 2012. The details are given at GoI vide letter no. 7(8)/2009-PE-VII dated 25thSeptember, 2012 Further, the same was approved by the BIFR and final summary record of proceedings was issued on 04.03.2014.

GoI, Ministry of Heavy Industries & Public Enterprises, Department of Heavy Industry, vide their letter No.-7(8)/2009-PE-VII dated 25thSeptember, 2012 accorded the approval of a total package of Rs.1025.96 Crores for Revival of Nepa Ltd.,

Also as per budget support to Nepa Ltd for RMDP the government of India vide its letter No. 7(12)/2014-PE-VII dated 12th October 2018 has sanctioned for infusion of additional equity of Rs. 277 crores for revised cost estimates of RMDP and 90.83 Crore for VRS (Voluntary Retirement Scheme) for about 400 employees of NEPA Ltd.

Further additional fund of Rs. 78.41 Crore was sanction by GOI for financing increase in the cost of RMDP in the form of Equity Share Capital

On the basis of above information board is requested to consider issue and allotment of equity Share of Rs. 5/- each ranking pari passu with existing equity share of the company in the name of President of India against sum received from time to time for RMDP against the sanctioned amount of Rs. 78.41 Crores.



Under Section 62 of the Companies Act, 2013, read with the provisions of the Companies (Share Capital & Debentures) Rules, 2014 of the Companies Act, 2013, consent of the shareholders of the Company is required to be obtained for further issue of share capital.

The pre issue and post issue shareholding pattern of the company

S.no.	Category	Equity Share				Preference Share			
		Pre-Issue		Post Issue		Pre-Issue		Post Issue	
		No. of Shares	% of share Holding	No. of Shares	% of share Holding	No. of Shares	% of share Holding	No. of Shares	% of share Holding
A	Promoters' Holding								
1	Indian								
	Central Government	1047477344	97.11%	1204297344	97.47%	765400	100	765400	100%

	State Government	30537290	2.83%	30537290	2.47%	-	-	-	-
	Sub Total	1078014634	99.94%	1234834634	99.94%	765400	100	765400	100%
B	Non-Promoter's Holding								
1.	Indian Public	654930	0.06%	654930	0.06%	-	-	-	-
	Sub Total	654930	0.06%	654930	0.060%	-	-	-	-

All the documents relevant to the resolution specified in item no. 8 of the notice are open for inspection by the shareholders of the company at the registered office of the during the business hours on any working day between 11:00 a.m. to 1:30 p.m. up to the Annual General meeting.

None of the Director and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board of Directors commends the resolution for approval of the Shareholders

Date: 21/11/2022
Place: Neapanagar

By Order of the Board of Directors
Purnima Parashar
Company Secretary
M No.: A36079