

BHARTIYA RAIL BIJLEE COMPANY LIMITED
(A subsidiary of NTPC Limited in Joint Venture with Ministry of Railways)
CIN: U40102DL2007GOI170661
Regd. Office: NTPC Bhawan, CORE-7, SCOPE Complex, 7, Institutional
Area, Lodi Road, New Delhi-110 003
Email: dinesh01@gmail.com

NOTICE

NOTICE is hereby given that **18th ANNUAL GENERAL MEETING** of the Members of **BHARTIYA RAIL BIJLEE COMPANY LIMITED** will be held on **TUESDAY, 9TH SEPTEMBER 2025 AT 1:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT NTPC BHAWAN, CORE-7, SCOPE COMPLEX, 7, INSTITUTIONAL AREA, LODI ROAD, NEW DELHI-110003** to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March 2025, the reports of the Board of Directors, Independent Auditors' Report and the comments of the Comptroller & Auditor General of India thereon and to pass the following resolution as an Ordinary Resolution:

"Resolved that the audited Financial Statement of the Company for the financial year ended 31st March 2025 and reports of the Board of Directors, Independent Auditors' Report and the comments of the Comptroller & Auditor General of India thereon be and are hereby received, considered and adopted."

2. To fix the remuneration of the Statutory Auditors for the financial year 2025-26 and to pass the following resolution as an Ordinary Resolution:

"Resolved that the Board of Directors be and is hereby authorized to fix an appropriate remuneration of Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the financial year 2025-26 after taking into consideration the increase in volume of work and prevailing inflation."

3. To confirm payment of interim dividend for the financial year 2024-25.

"Resolved that an interim Dividend of Rs. 75,00,00,000 @ 3.128 % of the paid-up equity shares capital of the company out of the accumulated reserves up to 31st March 2024, second interim dividend of Rs. 50,00,00,000/- @ 2.086% of the paid-up equity share capital of the company out of the accumulated reserves up to June 2024, third interim dividend of Rs. 50,00,00,000/- @ 2.086% of the paid-up equity share capital of the company out of the accumulated reserves up to September 2024 and fourth interim dividend of Rs. 125,00,00,000/- @ 5.214% of the paid-up equity share capital of the company out of the accumulated reserves up to December 2024 be and is hereby noted."

4. To appoint a director in place of Shri Gajendra Kumar (DIN: 10652448), who retires by rotation and being eligible, offers himself for re-appointment.

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Gajendra Kumar (DIN: 10652448), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company”.

SPECIAL BUSINESS:

5. To appoint Shri Vijay Goel (DIN: 11047246), as 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, other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Vijay Goel (DIN: 11047246), who was appointed as an Additional Director by the Board of Directors on 13.08.2025 to hold office upto the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying his candidature as the Director of the Company, be and is hereby appointed as Director of the Company and he shall be liable to retire by rotation”.

6. To ratify the remuneration of the Cost Auditors paid for the financial year 2024-25, to authorize the Board to fix the remuneration of the Cost Auditors for FY 2025-26 and to pass the following resolution as an **Ordinary Resolution**:

“Resolved that pursuant to the provisions of section 148, 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 payable to Cost Auditor(s) appointed by the Board of Directors of the Company to conduct the audit of cost records of the various units of the Company for the Financial Year 2024-25, amounting to ₹ 75,000/- plus applicable taxes and out of pocket expenses etc. be and is hereby ratified and confirmed.

Further resolved that the Board of Directors be and is hereby authorized to fix an appropriate remuneration of Cost Auditors of the Company in terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 the Companies (Audit and Auditors) Rules, 2014 for the financial year 2025-26 after taking into consideration the increase in volume of work and prevailing inflation.”

By order of the Board of Directors

**Sd/-
(Dinesh)
Company Secretary**

Regd. Office:

NTPC Bhawan, SCOPE Complex, 7, Institutional Area
Lodi Road, New Delhi – 110003
CIN: U40102DL2007GOI170661

Dated: 3rd September 2025

Notes:

1. The relevant explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses, as set out above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.

PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.

3. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM) is annexed hereto and forms part of the Notice.
6. Pursuant to Section 139 (5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142 (1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company may in General Meeting determine.

The Members in the AGM held on 24.09.2024 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2024-25.

The Board of Directors, in its 117th Meeting held on 27th November 2024, had approved the payment of Rs 2,35,000/- for annual audit, Rs. 60,000/- per quarter for limited review of quarterly financial statement and Rs. 78,000/- for tax audit plus applicable taxes and TA/DA, conveyance as per NTPC rules for the statutory audit for the period starting from April 1, 2024 to March 31, 2025 and first quarter of 2025-26 ending on 30th June 2025.

The Members may authorise the Board to fix up an appropriate remuneration of Statutory Auditors appointed by C&AG for the year 2025-26 after taking into consideration the volume of work and prevailing inflation.

7. None of the Directors of the Company is in any way related to each other.
8. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Saturdays and Sunday, between 11.00 A.M. to 3.00 P.M. prior to the scheduled time of Annual General Meeting.
9. As per the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Company may give notice etc. through electronic mode i.e. by e-mail as a text or as an attachment to e-mail or as a notification providing electronic link. The Notice of the General Meeting etc. is being sent by electronic mode to all the Members, whose email addresses are available with the Company, unless any Member has requested a physical copy of the same.
10. To support "Green Initiative" of MCA, GOI Members who have not yet registered their e-mail id or who want to change their e-mail id are requested to approach their respective DP (for electronic holding) or Company (for physical holding), so as to receive all communications electronically including annual report, notices, circulars, etc. sent by the Company from time to time.
11. Specific particulars of the Directors seeking appointment or re-appointment, as required under clause 1.2.5 of Secretarial Standard on General Meeting is annexed hereto and forms part of the Notice.

DIVIDEND

12. The Board of Directors declared first interim Dividend of Rs. 75,00,00,000 @ 3.128 % of the paid-up equity shares capital of the company out of the accumulated reserves up to 31st March 2024, second interim dividend of Rs. 50,00,00,000/- @ 2.086% of the paid-up equity share capital of the company out of the accumulated reserves up to June 2024, third interim dividend of Rs. 50,00,00,000/- @ 2.086% of the paid-up equity share capital of the company out of the accumulated reserves up to September 2024 and fourth interim dividend of Rs. 125,00,00,000/- @ 5.214% of the paid-up equity share capital of the company out of the accumulated reserves up to December 2024 during the year.
 13. Final dividend, if approved at the AGM shall be paid with a stipulated time and subject to deduction of tax, if any, as provided in the relevant section of Companies Act, 2013 and in terms of the provisions of the Income Tax Act, 1961 ("the Act") as amended by the Finance Act, 2020.
 14. 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 for inspection by the members during the AGM.
 15. A route map for the venue of the meeting is enclosed.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Shri Vijay Goel (DIN: 11047246), Executive Director, NTPC, was appointed as Additional Director on the Board of Bhartiya Rail Bijlee Company Limited by the Board of Directors on 13.08.2025 pursuant to provisions of Section 161 of the Companies Act, 2013 and as per nomination received from NTPC Limited under Article 110 of the Articles of Association.

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 or Key Managerial Personnel of the Company or their relatives except Shri Ravindra Kumar is, in any way, interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

ITEM NO. 6

The Board, in its 116th Meeting held on 24th September 2024, had appointed M/s B. G. Chowdhury & Co, Cost Accountants as the Cost Auditors of BRBCL for the Financial Year 2024-25 at a remuneration of ₹ 75,000/- and reimbursement of out-of- pocket expenses and applicable statutory taxes/ levies in addition to the fees.

As per Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders. Accordingly, Members are requested to ratify the remuneration paid to the Cost Auditors for the Financial Year 2024-25 and to authorize the Board to fix the remuneration of 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, interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

By order of the Board of Directors

**Sd/-
(Dinesh)
Company Secretary**

Regd. Office:

NTPC Bhawan, SCOPE Complex, 7, Institutional Area
Lodi Road, New Delhi – 110003
CIN: U40102DL2007GOI170661

Dated: 3rd September 2025

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT

Name	Shri Gajendra Kumar	Shri Vijay Goel
Date of Birth & Age	14.07.1976 49 Years (DIN: 10652448)	08.09.1966 58 Years (DIN No.: 11047246)
Date of Appointment	12.07.2024	13.08.2025
Qualifications	Graduation in Electronics & Power Engineering from NIT, Nagpur and MBA from MDI, Gurgaon.	Graduation in Electronics & Communication Engineering from G. B. Pant University, Uttarakhand
Expertise in specific functional area	He is an IRSEE (Indian Railway Service of Electrical Engineers) officer and has more than 25 years of experience in the Government of India including Ministry of Power.	Shri Vijay Goel currently Regional Executive Director (Eastern Region-1) at NTPC Ltd. He has more than 35 years of experience across coal, gas, and solar projects. He has held key leadership roles in operations, safety, project development, and corporate functions
Directorship held in other companies	1. REMC LIMITED	1. NTPC BHEL Power Projects Private Limited
Membership/ Chairmanship of Committees across all Public Companies (including BRBCL) held as on 31.07.2025	1. Audit Committee: 1 2. Stakeholders Relationship Committee: NIL	1. Audit Committee: 1 2. Stakeholders Relationship Committee: NIL
No. of shares held in the Company	NIL	100
Attendance in Board Meetings during FY 2024-25	No. of Meetings during his tenure = 5 No. of Meetings attended = 5	No. of Meetings during his tenure = NIL No. of Meetings attended = NIL
Relationship with other Directors and KMP	None	None

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New Delhi-110 003

Email: dinesh01@gmail.com

ATTENDANCE SLIP

18TH ANNUAL GENERAL MEETING TO BE HELD ON 9th September 2025 at 1.30 PM

NAME OF THE ATTENDING
MEMEBR
(IN BLOCK LETTERS)

*FOLIO NO.

DP ID NO.

CLIENT ID NO.

NO. OF SHARES HELD

NAME OF PROXY
IN BLOCK LETTERS, TO BE FILLED
(IF THE PROXY ATTENDS INSTEAD
OF THE MEMBER)

I hereby record my presence at the 18th Annual General Meeting of the Company held on 9th September 2025 at 12.30 PM at NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi- 110003.

Signature of Member/ Proxy

*Applicable in the case of shares held in Physical Form.

NOTES:

1. **Only Shareholder(s) present in person or through registered proxy shall be entertained.**
2. **No gifts or coupons will be distributed at the Annual General Meeting.**

BHARTIYA RAIL BIJLEE COMPANY LIMITED

CIN: U40102DL2007GOI170661

Regd. Office: NTPC Bhawan, Core-7, SCOPE Complex, 7 Institutional Area, Lodi Road,
New Delhi-110 003

Email: dinesh01@gmail.com

FORM OF PROXY

Name of the member (s):	
Registered address:	
Folio No/ DP ID- Client Id:	
Email ID	
No. of Shares held	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:		
	Address:		
	E-mail Id:		
		Signature:	
Or failing him			
2.	Name:		
	Address:		
	E-mail Id:		
		Signature:	
Or failing him			
3.	Name:		
	Address:		
	E-mail Id:		
		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on 9th September 2025 at 1.30 PM at NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31 st March 2025, the reports of the Board of Directors, Independent Auditors' Report and the comments of the Comptroller & Auditor General of India thereon- Ordinary Resolution		

2.	To authorized the Board to fix the remuneration of the Statutory Auditors for the financial year 2025-26 – Ordinary Resolution		
3.	To confirm payment of interim dividend for the financial year 2024-25 – Ordinary Resolution		
4.	To appoint a director in place of Shri Gajendra Kumar (DIN: 10652448), who retires by rotation and being eligible, offers himself for re-appointment – Ordinary Resolution		
Special Business			
5.	To appoint Shri Vijay Goel (DIN: 11047246), as Director of the Company – Ordinary Resolution		
6.	To ratify the remuneration of the Cost Auditors for the financial year 2024-25 and authorizing Board to fix remuneration of Cost Auditors for the financial year 2025-26 – Ordinary Resolution		

Signed this..... day of..... 2025

Affix
Revenue
Stamp of
Rs.1/-

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The Proxy Form should be signed across the stamp as per specimen signature registered.
3. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

