NGEAL

NEW AND GREEN ENERGY OF ASSAM LIMITED
(CIN: U35106DL2024PLC426114)
(A Joint Venture of APDCL and OTPC)

Registered office: 10th Fl. Core 4 & Central, Scope Minar, Laxmi Nagar, East Delhi, New Delhi, India, 110092

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE is hereby given that Second (2nd) Annual General Meeting ("AGM") of the Members of New and Green Energy of Assam Limited (hereinafter refer to as NGEAL/Company) will be held on Thursday, the 24th Day of September, 2026 at 12:00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026, together with the reports of the Board of Directors and Auditors thereon and the Comments of the Comptroller and Auditor General of India**

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

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31 March 2026, together with the reports of the Board of Directors and Auditors thereon and Comments of the Comptroller and Auditor General of India as circulated to the Members, be and are hereby considered and adopted."

2. **To authorize the Board of Directors to fix the remuneration of Statutory Auditors that will be appointed by the Comptroller and Auditor General of India for the financial Year 2026-27.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 139(5) and 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, that will be appointed by the Comptroller and Auditor General of India for the financial year 2026-27."

3. **To appoint a director in place of Shri Rakesh Kumar, IAS (DIN: 09230144), who retires by rotation and being eligible, offers himself for re-appointment.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the Articles of Association of the Company, Shri Rakesh Kumar, IAS (DIN: 09230144), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT any Director and/or the Chief Executive Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies."

4. **To appoint a director in place of Shri Shree Narayan, (DIN: 10489534), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the Articles of Association of the Company, Shri Shree Narayan, (DIN: 10489534), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

   RESOLVED FURTHER THAT any Director and/or the Chief Executive Officer of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and returns with the Registrar of Companies."

By Order of the Board of Directors

(Arup Chandra Sarmah)
Chief Executive Officer
(Email: arup.sarmah@rediffmail.com)

Place : Guwahati
Date : 01st September, 2026

Notes:

1. The Ministry of Corporate Affairs, ("MCA") Government of India vide General Circular Nos. 03/2025 dated September 22, 2025 has permitted holding of the Annual General Meeting ("AGM") through Video Conference (VC)/ Other Audio Visual Means (OAVM), till further order, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020 dated May 5, 2020. In compliance with these Circulars and provisions of the Act, the Second (2^{nd}) Annual General Meeting of the Company is being conducted through VC/ OAVM which does not require physical presence of members at a common venue.

2. In terms of Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the deemed venue of the Second (2nd) Annual General Meeting shall be corporate office of the Company situated at ASEB Campus Near Gate No 2 Dwarandhar, GS Road Sixmile Guwahati Assam, Khanapara, Kamrup, Gmc, Assam, India, 781022

3. In conformity with the applicable regulatory requirements, the Notice of this Second (2^{nd}) Annual General Meeting, Board Report, Auditor's Report, Financial Statements for the financial year ended on 31st March, 2026 are being sent only through electronic mode to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s). The Notice of the AGM for financial year ended on 31st March, 2026 shall also be available on the website of the Company at **www.ngealindia.in.**

4. 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 under Section 105 will not be available for the 2^{nd} Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes on behalf of the President of India or the Governor of a State or body corporate, as the case may be.

5. Members of the Company under the category Corporate Shareholders are encouraged to attend and vote at the AGM through VC/OAVM and are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company at **ceo@ngealcindia.in** with a copy to **arup.sarmah@rediffmail.com**

6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not required.

7. Participation of Members through VC /OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC. All other relevant documents related to Notice shall be available for inspection by members of the Company through electronic mode. Members seeking

inspection may send their request to the Company at least three days before the date of AGM.

9. Members are requested to notify immediately any change in their addresses if not done earlier. Such information may be sent to the Chief Executive Officer (CEO) at email ids provided herein above. Those Shareholders whose email IDs are not registered are requested to register their email ID with Chief Executive Officer at aforesaid email ID by providing their Name, Address, email ID, PAN, DP ID/Client ID or Folio Number and number of shares held by them.

10. The meeting will be held through VC/OAVM for joining of which, a separate link with detail instruction will be shared on the registered e-mail ID available in the Company's record.

By Order of the Board of Directors

(Arup Chandra Sarmah)
Chief Executive Officer
(Email: arup.sarmah@rediffmail.com)

Place : Guwahati
Date : 01st September, 2026

ANNEXURE TO THE NOTICE OF 2ND ANNUAL GENERAL MEETING OF NEW AND GREEN ENERGY OF ASSAM LIMITED.

Brief Details of Directors Information pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Directors seeking Appointment/Re-appointment at the 2nd Annual General Meeting (AGM) for Item No. 3 and 4 of Notice.

SL.No	Particulars	Shri Rakesh Kumar, IAS	Shri Shree Narayan
1.	DIN	09230144	10489534
2.	Date of Birth & Age	18-04-1975, 51 years	23-01-1970, 56 years
3.	Date of first Appointment on the Board	02-02-2024	02-02-2024
4.	Qualifications	Post Graduate	Bachelor's Degree in Mechanical Engineering
5.	Experience	IAS officer, Commissioner & Secretary to the Government of Assam, Fishery and Excise Department, Chairman Assam Power Generation Company Limited (APGCL) and Managing Director, Assam Power Distribution Company Limited (APDCL).	31 years of experience in business development, engineering, contracts & materials, project management Past experience with L&T, Alstom Power, Fluor, Simon & Carves Education
6.	Terms and conditions of Re-appointment along with details of remuneration sought to be paid.	Appointed as a Non-Executive Director, in the 1st AGM, liable to retire by rotation. His term of office is liable to retire by rotation.	Appointed as a Non-Executive Director, in the 1st AGM, liable to retire by rotation. His term of office is liable to retire by rotation.
7.	Remuneration last drawn	Nil	Nil
8.	Shareholding in the Company	Nil	Nil
9.	Relationship with other Directors, Manager and other Key Managerial Personnel	None	None
10.	Number of Board Meetings attended during FY 2025-26	No. of Meeting held in his tenure: 4 No. of Meeting attended: 4	No. of Meeting held in his tenure: 4 No. of Meeting attended: 4
11.	Details of other Directorships	i) Assam Power Distribution Company Limited. ii) Assam Power Generation Corporation Limited. iii) Assam Electricity Grid Corporation Limited. iv) Assam Power Project Development Company Limited. v) Nirl Assam Renewables Limited. vi) APGCL Oil Green Power Limited. vii) SGEL Assam Renewable Energy Limited. viii) North East Transmission Company Limited.	None
12.	Details of Membership/ Chairmanship of Committees of other Board	Share Allotment And Transfer Committee, Member	Share Allotment And Transfer Committee, Member