NOTICE OF THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that 22nd Annual General Meeting ("AGM") of the Members of **ONGC TRIPURA POWER COMPANY LIMITED (OTPC)** will be held on **Monday, 21st September, 2026 at 04.00 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2026, together with the reports of Board of Directors and the Auditors thereon along with the comments of the Comptroller and Auditor General of India.

2. To appoint a Director in place of Mr. R.K. Das (DIN: 09586463), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Shankar Sharan (DIN: 10709978), who retires by rotation and, being eligible, offers himself for re-appointment.

4. To authorize the Board of Directors to fix the remuneration of Statutory Auditors as 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 authorized to fix the remuneration payable to the Statutory Auditors appointed by the Comptroller and Auditor General of India including reimbursement of out of pocket expenses, if any incurred by the said Auditors in connection with the Audit of Accounts of the Company for the financial year 2026-27."

SPECIAL BUSINESS:

5. **Ratification of Remuneration of Cost Auditors for the Financial Year 2025-26**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of ₹1,00,000/- (Rupees One Lakh only), plus applicable GST and reimbursement of travelling and out-of-pocket expenses incurred on an actual basis for audit assignments undertaken outside the Corporate Office at Delhi, as part of the cost audit process, payable to M/s Chandra

Wadhwa & Co., Cost Accountants, who were appointed by the Board of Directors, based on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, matters and things and take all such steps as may be necessary, expedient and desirable to give effect to this Resolution."

6. **Appointment of Mr. Vivek Mallya (DIN: 05311763) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vivek Mallya (DIN: 05311763) who was appointed by the Board as an Additional Director (Independent) with effect from 15th May, 2026 pursuant to provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom a notice under Section 160(1) of the Act has been received proposing his candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company for second consecutive term of five years effective from 15th May, 2026 to 14th May, 2031 and his tenure shall not be liable to retire by rotation."

7. **Appointment of Mr. Inderjit Kapoor (DIN: 02051043) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and Articles of Association of the Company, Mr. Inderjit Kapoor (DIN: 02051043) who continues to hold office as Independent Director upto 17th October, 2026 and being eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company for second consecutive term of three years commencing from 18th October, 2026 to 17th October, 2029 and his tenure shall not be liable to retire by rotation."

8. **Appointment of Shri Anurag Mishra (DIN: 11848664) as a Director of the Company**

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

10th Floor, Core 4 and Central, SCOPE Minar, Laxmi Nagar, Delhi-110092, Phone : +91-11-22404700, Fax : +91-11-22017731, 22018831
CIN: U40101TR2004PLC007544, Website: www.otpcindia.in

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder including any statutory modification(s) thereof for the time being in force and Articles of Association of the Company, Shri. Anurag Mishra (DIN: 11848664), a nominee of Oil and Natural Gas Corporation Limited (ONGC), who was appointed as an Additional Director by the Board of Directors with effect from 29th July, 2026 to hold office until the date of this Annual General Meeting and in respect of whom the company has received a notice under section 160(1), proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, as nominee of ONGC, liable to retire by rotation."

By Order of the Board of Directors

(N. K. Aggarwal)
Company Secretary
Membership No.: FCS 4858
(Email: nk.aggarwal@otpcindia.in)

Regd. Office:
ONGC Tripura Power Company Limited,
Udaipur-Kakraban Road, Palatana P. O.
District Gomati, Udaipur, South Tripura – 799105

Date: 26.08.2026

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 orders, 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 22nd AGM 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 22nd AGM shall be corporate office of the Company situated at 10th Floor, Core-IV & Central, Scope Minar, Laxmi Nagar, Delhi 110092.

(3) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') in respect of Item Nos. 5 to 8 set out in the Notice is annexed hereto. The Board of Directors of the Company at its meeting have considered and decided to include the item Nos. 5 to 8 given above as 'Special Business' in the forthcoming AGM as they are unavoidable and are warranted due to their being time bound in nature.

OTPC

(4) In conformity with the applicable regulatory requirements, the Notice of this AGM, 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.otpcindia.in.

(5) 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 22nd AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as 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.

(6) 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 nk.aggarwal@otpcindia.in with a copy to sec@otpcindia.in.

(7) Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

(8) Participation of Members through VC /OAVM will also be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.

(9) Members are requested to notify immediately any change in their addresses if not done earlier. Such information may be sent to the Company Secretary at email ids provided herein above. Those Shareholders whose email IDs are not registered are requested to register their email ID with Company Secretary 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 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 and other relevant documents referred to in the Notice shall be available for inspection by members during the AGM through electronic mode.

INSTRUCTIONS FOR PARTICIPANTS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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

10th Floor, Core 4 and Central, SCOPE Minar, Laxmi Nagar, Delhi-110092, Phone : +91-11-22404700, Fax : +91-11-22017731, 22018831
CIN: U40101TR2004PLC007544, Website: www.otpcindia.in

2. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting, by following the invitation link sent to their registered email ID, by Clicking on JOIN MEETING. They will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the steps and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. In case of android/iPhone connection, participants will be required to download and install the appropriate application as specified in the mail to them. Application may be downloaded from google play store/ app store.
4. Further, Members will be required to allow camera and use Internet audio settings as and when asked while setting up the meeting on mobile application.
5. Please note that Members 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.
6. Members who need technical assistance for attending the AGM may contact Mr. Pramod Kumar Jha (IT Deptt.) at pramod.kumar@otpcindia.in or at telephone no. 9990809604.

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

In respect of Item No. 5

In terms of section 148(3) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 of the act, the Board of Directors of the Company, on the recommendation of the Audit Committee had appointed M/s Chandra Wadhwa & Co., Cost Accountants as Cost Auditors of Company for the Financial Year 2025-26 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable GST and out of pocket expenses incurred by the Auditors as part of Audit process, on actual basis. As per the requirement of Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of cost auditors has to be ratified by the shareholders.

Accordingly, the Board of Directors recommends the ratification by way of resolution set out at item No. 5 for approval of Members as an Ordinary Resolution.

None of the Promoter, Director, Key Managerial Personnel or their relatives is interested or concerned in resolution set out at item no. 5 of the Notice.

In respect of Item No. 6

The first term of Mr. Vivek Mallya (DIN: 05311763) as Independent Director had ended on 14th May, 2026. Based on Mr. Mallya's performance evaluation and his valuable contribution to the Board & it's Committee's, the Board of Directors on recommendation of Nomination and Remuneration Committee had re-appointed Mr. Mallya as an Additional Director (Independent) for a second consecutive term of five years commencing with effect from 15th May, 2026. A notice under section

10th Floor, Core 4 and Central, SCOPE Minar, Laxmi Nagar, Delhi-110092, Phone : +91-11-22404700, Fax : +91-11-22017731, 22018831
CIN: U40101TR2004PLC007544, Website: www.otpcindia.in

160(1) of Companies Act, 2013 has been received proposing candidature of Mr. Mallya for office of Director.

Mr. Mallya has furnished the declaration confirming that he meets the criteria of independence under Section 149 of the Act and is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment & Qualification of Directors) Rules, 2014 with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Accordingly, in the opinion of the Board, Mr. Mallya fulfils the conditions specified in the Act and Rules made thereunder and is independent of the management. A brief profile of Mr. Mallya as required under Secretarial Standards on General Meetings is enclosed with the Notice. A copy of letter of appointment in respect of Mr. Mallya, setting out terms and conditions for his appointment as Independent Director is available on the website of the Company at following link.

Link: https://otpcindia.in/wp-content/uploads/2025/10/upload_6a2162f60b17c6.64928192.pdf

Except, Mr. Vivek Mallya to whom the resolution relates, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 6.

The Board of Directors recommends the resolution set out at item No. 6 of Notice, for approval of Members as a Special Resolution.

In respect of Item No. 7

Mr. Inderjit Kapoor (DIN: 02051043) was appointed as Independent Director on the Board of the Company w.e.f 18th October, 2021. He holds the office as Independent Director of the Company upto 17th October, 2026. Based on Mr. Kapoor's performance evaluation and his valuable contribution to the Board & it's Committee's, the Board of Directors on recommendation of Nomination and Remuneration Committee had re-appointed Mr. Kapoor as an Independent Director for a second consecutive term of three years commencing with effect from 18th October, 2026.

Mr. Kapoor has furnished the declaration confirming that he meets the criteria of independence under Section 149 of the Act and is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment & Qualification of Directors) Rules, 2014 with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Accordingly, in the opinion of the Board, Mr. Kapoor fulfils the conditions specified in the Act and Rules made thereunder and is independent of the management. A brief profile of Mr. Kapoor as required under Secretarial Standards on General Meetings is enclosed with the Notice. A copy of letter of appointment in respect of Mr. Kapoor, setting out terms and conditions for his appointment as Independent Director is available on the website of the Company at following link.

Link: https://otpcindia.in/wp-content/uploads/2025/10/Appointment_letter_Mr._Inderjit_Kapoor.pdf

Except, Mr. Inderjit Kapoor to whom the resolution relates, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 7.

10th Floor, Core 4 and Central, SCOPE Minar, Laxmi Nagar, Delhi-110092, Phone : +91-11-22404700, Fax : +91-11-22017731, 22018831
CIN: U40101TR2004PLC007544, Website: www.otpcindia.in

The Board of Directors recommends the resolution set out at item No. 7 of Notice, for approval of Members as a Special Resolution.

In respect of Item No. 8

Shri. Anurag Mishra was inducted as an Additional Director on the Board of OTPC with effect from 29th July, 2026 pursuant to provisions of Section 161 of the Companies Act, 2013 and nomination received from ONGC. As per provisions of section 161, Shri. Mishra shall hold office up to the date of 22nd AGM of the Company. A notice has been received under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. Mishra for the office of Director. Shri. Mishra, if appointed, will be liable to retire by rotation under Section 152 of the Companies Act, 2013.

A brief resume of Shri. Anurag Mishra as required under Secretarial Standards on General Meetings is enclosed with the Notice. Except, Shri. Anurag Mishra to whom the resolution relates and ONGC, Promoter, who has nominated him on the Board of Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 8.

The Board is of view that presence of Shri. Anurag Mishra as a Director on the Board, would be beneficial for the Company and hence recommends the resolution set out at item No. 8 for approval of Members as an Ordinary Resolution.

By Order of the Board of Directors

N.K. Aggarwal
Company Secretary
Membership No.: FCS 4858
(Email: nk.aggarwal@otpcindia.in)

Regd. Office:
ONGC Tripura Power Company Limited,
Udaipur-Kakraban Road, Palatana P. O.,
District Gomati, Udaipur, South Tripura – 799105

Date: 26.08.2026

ANNEXURE TO THE NOTICE OF 22ND ANNUAL GENERAL MEETING OF ONGC TRIPURA POWER COMPANY LIMITED (OTPC)

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 22nd Annual General Meeting (AGM) as per Item No. 6 to 8 of Notice

PARTICULARS	Mr. Vivek Mallya, Independent Director (DIN: 05311763)	Mr. Inderjit Kapoor, Independent Director (DIN: 02051043)	Mr. Anurag Mishra (DIN: 11848664)
Age	50 years	69 years	52 years
Date of first Appointment on the Board	15.05.2021	18.10.2021	29.07.2026
Qualification	Fellow Chartered Accountant (FCA), CPA (USA), IRP and M.com.	MBA and Bachelors in Engineering	B.Tech.(Mech.) and MBA
Experience	Mr. Vivek Mallya is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) since 1998, holds a Master's degree in Commerce from Mysore University (2006), and has been registered as an Insolvency Resolution Professional with the Insolvency and Bankruptcy Board of India (IBBI) since 2017 with over 27 years of leadership experience in public sector governance, taxation, strategic disinvestments, and global advisory services. He has also served as an Independent Director on the Boards of ONGC & MRPL. He was formerly a Partner at PwC and a member of the India Advisory Board of Thomson Reuters Corporation and also led SOX Compliance team for India. He has also led as President, one of Bangalore's largest NGO's for over 7 years, impacting 14.8+ lakh lives in education, health and women empowerment.	Mr. Inderjit Kapoor, Independent Director, has more than 47 years of vast experience in Indian Power Sector including 3 years extensive experience in Appellate Tribunal for Electricity (APTEL) as Member (Technical). As Member (Technical) he has delivered Judgments of more than 384 cases on various matters related to Power sector. He has also served as Director (Commercial), NTPC for about 7 years & also held position of Chairman, Aravali Power Company Pvt Ltd (A JV Company of NTPC, IPGCL and HPGCL) for about 5 years.	Mr. Anurag Mishra is a mechanical engineer with around 30 years of experience at ONGC in project management, contract management, offshore rig management, and asset integrity. He holds a B.Tech. (Mech.) from Institute of Engineering & Technology, Lucknow and MBA (Gold Medallist) from The Maharaja Sayajirao University of Baroda. He has completed executive programmes at IIM Indore and IIM Ahmedabad. He currently heads the Rig Move & Safety Cell, Drilling Services, ONGC, Mumbai.
Terms and conditions of appointment or re-appointment	Reappointment as an Independent Director in terms of Section 149(10) of the Companies Act, 2013 for second consecutive term of five years commencing with effect from May, 15, 2026 with term of office not liable to retire by rotation.	Reappointment as an Independent Director in terms of Section 149(10) of the Companies Act, 2013 for second consecutive term of three years commencing with effect from October, 18, 2026 with term of office not liable to retire by rotation.	Mr. Mishra had been appointed as an Additional Director, as nominee of ONGC. His term of office is liable to retire by rotation.
Remuneration sought to be paid and remuneration last drawn	No remuneration is being proposed except sitting fees as approved by the Board from time to time.	No remuneration is being proposed except sitting fees as approved by the Board from time to time.	N.A.
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Director/ Manager/ KMPs	None	None	None

Attendance in Board meetings held from date of Appointment by the Board during FY 2025-26	No. of Meeting held: 4 No. of Meeting attended: 4	No. of Meeting held: 4 No. of Meeting attended: 4	N.A.
Details of other Directorships (As per last disclosure received from directors)	NIL	NIL	NIL
Details of Membership/ Chairmanship of Committees of other Board #	NIL	NIL	NIL

Membership/ Chairmanship pertaining only to Audit Committee and Stakeholders Relationship Committee have been taken into consideration