



**एन टी पी सी लिमिटेड**

(भारत सरकार का उद्यम)

**NTPC Limited**

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/Corporate Centre

**38<sup>th</sup> ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 27<sup>TH</sup> AUGUST, 2014**  
**Declaration of Results of e-voting and poll**

As per the provisions of the Companies Act, 2013 and clause 35B of the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 38<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from at 10:00 A.M. on Monday 18<sup>th</sup> August 2014 and ended at 6:00 p.m. on Wednesday, 20<sup>th</sup> August 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 38<sup>th</sup> AGM, voting was conducted by means of poll.

Shri P.K.Mittal, Advocate, M/s PKMG Law Chambers was appointed by the Company as Scrutinizer for conducting e-voting and polling at AGM in fair & transparent manner. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to 6:00 P.M. on 20<sup>th</sup> August, 2014 and poll received till the conclusion of the meeting and submitted their Report on 28<sup>th</sup> August, 2014.

The Consolidated Results, as per the Scrutinizers' Report dated 28<sup>th</sup> August, 2014, are as follows:

S. No	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	<b>Resolution: 1: Ordinary Resolution</b> Adoption of audited financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.	99.9716	0.0284
2.	<b>Rasolution-2: Ordinary Resolution</b> Confirmation of payment of interim dividend and declare final dividend for the year 2013-14	100	0
3.	<b>Rasolution-3: Ordinary Resolution</b> Re-appointment of Shri I.J. Kapoor (DIN: 02051043), who retires by rotation	99.8616	0.1384
4.	<b>Rasolution-4: Ordinary Resolution</b> Fixation of remuneration of Statutory Auditors	99.9303	0.0697

5.	<b>Rasolution-5: Ordinary Resolution</b> Appointment of Shri S.C.Pandey (DIN: 03142319) as Director (Projects)	99.8566	0.1434
6.	<b>Rasolution-6: Ordinary Resolution</b> Appointment of Shri Kulamani Biswal (DIN: 03318539) as Director (Finance)	99.9571	0.0429
7.	<b>Rasolution-7: Ordinary Resolution</b> Appointment of Dr. Pradeep Kumar (DIN: 05125269) as Director	98.7893	1.2107
8.	<b>Rasolution-8: Special Resolution</b> Raising of funds upto Rs. 13,000 Crore through issue of Bonds/Debentures on Private Placement basis	99.9999	0.0001
9.	<b>Rasolution-9: Ordinary Resolution</b> Ratification of remuneration of the Cost Auditors for the financial year 2014-15	100	0

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 38<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.

For NTPC Limited



Dr. Arup Roy Choudhury  
Chairman & Managing Director

Date: 28<sup>th</sup> August, 2014

**PRADEEP K.MITTAL**  
B.Com,LL.B,FCS  
Advocate  
Delhi High Court

**OFFICE-CUM-RESI.:**

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**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the companies act 2013 and rule20(3)(xi) of the  
companies (Management and Administration) Rules, 2014]

The Chairman  
NTPC Limited

**Reg. : 38<sup>th</sup> Annual General Meeting of the Members of NTPC Limited to be held on  
Wednesday, 27<sup>th</sup> August, 2014 at Manekshaw Centre, Parade Road, New Delhi – 110  
010**

**Sub. : E-Voting Result**

Dear Sir

I, **Pradeep K. Mittal**, Advocate, appointed by NTPC Limited (the Company) to act as the Scrutinizer in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 38<sup>th</sup> Annual General Meeting of the company, do hereby submit my report as follows:

1. The e-voting services were provided by **Karvy Computershare Private Limited (KARVY)**.
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 18<sup>th</sup> July 2014.
3. The period of e-voting started at 10:00 a.m. on Monday 18<sup>th</sup> August 2014 and ended at 6:00 p.m. on Wednesday 20<sup>th</sup> August 2014.
4. The votes cast were unblocked on 21<sup>st</sup> August, 2014 at 03.59 p.m. in the presence of two witnesses, Mr. Amit Agrawal and Mr. Subhash Pant, both of whom are not in the employment of the company.



5. Based on the reports generated from KARVY's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com), the results of e-voting areas under:

### **ORDINARY BUSINESS**

#### **Resolution No.1- Ordinary Resolution**

**Adoption of Accounts for the financial year ended 31<sup>st</sup> March, 2014, the balance sheets as at that date and the report of the directors and auditors thereon.**

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	480	1001572906	99.79651124
Voted against the Resolution	6	2041497	0.203414327
Invalid Votes	1	50	

#### **Resolution No.2- Ordinary Resolution**

**To confirm payment of interim dividend and declare final dividend for the year 2013-2014.**

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	479	1003613536	99.99983918
Voted against the Resolution	5	868	0.000086
Invalid Votes	1	50	0.000049



**Resolution No.3- Ordinary Resolution**

To appoint a director in place of Shri I. J. Kapoor (din no. 02051043), who retires by rotation and being eligible, offers himself for Re-appointment.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	464	1000857343	99.7252127
Voted against the Resolution	16	2754638	0.274471544
Invalid Votes	5	2472	0.00024631

**Resolution No.4- Ordinary Resolution**

To fix the Remuneration of the statutory auditors.

	Number Of Members Who Voted	Number Of Shares For Which Votes Cast	Percentage Of Votes to Total Number Of Valid Votes Cast
Voted in favour of the Resolution	454	985702946	98.2152318
Voted against the Resolution	15	1861429	0.185472389
Invalid Votes	17	16050078	1.599226357



## **SPECIAL BUSINESS**

### **Resolution No.5- Ordinary Resolution**

**To Appoint Shri. S. C. Pandey (DIN 03142319) as Director (Projects) of the Company.**

	<b>Number Of Members Who Voted</b>	<b>Number Of Shares For Which Votes Cast</b>	<b>Percentage Of Votes to Total Number Of Valid Votes Cast</b>
Voted in favourof the Resolution	463	1000491319	99.68874214
Voted againstthe Resolution	16	3120509	0.310926853
Invalid Votes	7	2625	0.000261554

### **Resolution No.6- Ordinary Resolution**

**To Appoint Shri.KulamaniBiswal (DIN 03318539) as Director (Finance) of the Company.**

	<b>Number Of Members Who Voted</b>	<b>Number Of Shares For Which Votes Cast</b>	<b>Percentage Of Votes to Total Number Of Valid Votes Cast</b>
Voted in favourof the Resolution	464	1000491375	99.68874772
Voted againstthe Resolution	15	3120453	0.310921273
Invalid Votes	7	2625	0.000261554



**Resolution No.7- Ordinary Resolution**

**To Appoint Dr. Pradeep Kumar (DIN05125269) as Director of the Company.**

	<b>Number Of Members Who Voted</b>	<b>Number Of Shares For Which Votes Cast</b>	<b>Percentage Of Votes to Total Number Of Valid Votes Cast</b>
Voted in favourof the Resolution	395	939394071	93.60102535
Voted againstthe Resolution	84	64217757	6.398643643
Invalid Votes	7	2625	0.000261554

**Resolution No.8- SpecialResolution**

**To raise fund upto 13,000 crores through issue of bonds/ debentures on private placement basis.**

	<b>Number Of Members Who Voted</b>	<b>Number Of Shares For Which Votes Cast</b>	<b>Percentage Of Votes to Total Number Of Valid Votes Cast</b>
Voted in favourof the Resolution	473	1003602593	99.99874882
Voted againstthe Resolution	11	10800	0.00107611
Invalid Votes	2	1050	0.000104622


**Resolution No.9- Ordinary Resolution**

**To ratify the remuneration of the cost auditor for the financial year 2014-2015.**


	<b>Number Of Members Who Voted</b>	<b>Number Of Shares For Which Votes Cast</b>	<b>Percentage Of Votes to Total Number Of Valid Votes Cast</b>
Voted in favour of the Resolution	465	1003599229	99.99841363
Voted against the Resolution	14	3588	0.000357508
Invalid Votes	7	11616	0.001157416

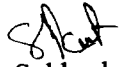
**Place: Delhi**

**Dated: 25-08-2014**

Yours Faithfully,  
  
(Pradeep K. Mittal)  
ADVOCATE  
SCRUTINIZER

We, the undersigned, have witnessed that the votes were unblocked from Karvy's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) in our presence on Thursday, 21<sup>st</sup> day of August, 2014 at 3.59 P.M..

  
1. (Mr Amit Aggarwal)  
WITNESS

  
2. (Mr Subhash Pant)  
WITNESS



**PRADEEP K. MITTAL**

B.Com, LL.B, FCS  
Advocate  
Delhi High Court

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**Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The,  
Chairman  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders of NTPC Limited  
Held on Wednesday 27<sup>th</sup> August, 2014 at 10: 30 A.M.

Dear Sir,

I/We, **Pradeep K. Mittal**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of NTPC Limited, held on Wednesday, 27<sup>th</sup> August, 2014 at 10: 30 a.m submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 3 ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. **The result of the Poll is as under:**

(a) **Resolution 1- Adoption of Accounts for the financial year ended 31<sup>st</sup> march, 2014, the balance sheets as at that date and the report of the directors and auditors thereon.**

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(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
146	6264604541	99.9997

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	19185	0.0003

(iii) Invalid Votes:

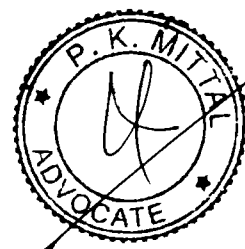
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(b) Resolution 2 - To confirm payment of interim dividend and declare final dividend for the year 2013-2014.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
145	6264623426	100

7  
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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	300	0

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(c) Resolution 3 - To appoint a director in place of Shri I. J. Kapoor (din no. 02051043), who retires by rotation and being eligible, offers himself for Re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
145	6257320694	99.8834

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	7303032	0.1166

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**(iii) Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(d) Resoulation 4 - To fix the Remuneration of the statutory auditors.**

**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
143	6261433183	99.9491

**(ii) Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	3190325	0.0509

**(iii) Invalid Votes:**

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
3	667

**(e) Resolution 5 - To appoint Shri. S. C. Pandey (DIN 03142319) as Director (Project) of the Company.**



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
144	6257320612	99.8834

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	7303114	0.1166

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(f) Resolution 6 - To Appoint Shri. Kulamani Biswal (DIN 03318539) as Director (Finance) of the Company.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
146	6264623743	100 Approx

*[Handwritten signature]*



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	33	0

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(g) Resolution 7 - To appoint Dr. Pradeep Kumar (DIN 05125269) as Director of the Company.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
136	6240842346	99.6204

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	23781380	0.3796%

86



(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(h) Resolution 8 - To raise fund upto Rs. 13,000 crores through issue of bonds/ debentures on private placement basis.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
147	6264623726	100 Approx

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

**(i) Resolution 9- To ratify the remuneration of the cost auditor for the financial year 2014-2015.**

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid
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(in person or by proxy)		votes cast
146	6264623693	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	33	0

(iii) **Invalid** Votes:


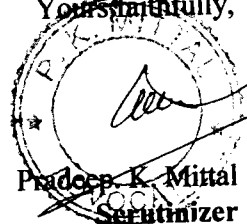
Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
2	399

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.


6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
  
Pradeep K. Mittal  
Scrutinizer

Place: New Delhi  
Date : 27.08.2014


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**PRADEEP K.MITTAL**  
B.Com,LL.B,FCS  
Advocate  
Delhi High Court

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**Consolidated Report of Scrutinizer**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The,  
Chairman  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders of NTPC Limited  
Held on Wednesday 27<sup>th</sup> August, 2014 at 10: 30 A.M.

Dear Sir,

I, **Pradeep K. Mittal**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of NTPC Limited, held on Wednesday, 27<sup>th</sup> August, 2014 at 10: 30 a.m submit our consolidated report of E Voting and Voting through ballot (Physical) as under:

**The consolidated results are as under:**

**(a) Resolution 1- Adoption of Accounts for the financial year ended 31<sup>st</sup> march,2014, the balance sheets as at that date and the report of the directors and auditors thereon.**

**(i) Voted in favour of the resolution:**

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
626	7266177447	99.9716



(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
7	2060682	0.0284

(iii) **Invalid** Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
3	449

**(b) Resolution 2 - To confirm payment of interim dividend and declare final dividend for the year 2013-2014.**

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
624	7268236962	100

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
7	1168	0



**(iii) Invalid Votes:**

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
3	449

**(c) Resolution 3 - To appoint a director in place of Shri I. J. Kapoor (din no. 02051043), who retires by rotation and being eligible, offers himself for Re-appointment.**

**(i) Voted in favour of the resolution:**

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
609	7258178037	99.8616

**(ii) Voted against the resolution:**

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
18	10057670	0.1384

**(iii) Invalid Votes:**

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
7	2871



**(d) Resoulation 4 - To fix the Remuneration of the statutory auditors.**

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
597	7247136129	99.9303

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
18	5051754	0.0697

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
20	16050745

**(e) Resolution 5 - To appoint Shri. S. C. Pandey (DIN 03142319) as Director (Project)  
of the Company.**

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
607	7257811931	99.8566



(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
19	10423623	0.1434

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	3024

**(f) Resolution 6 - To Appoint Shri. Kulamani Biswal (DIN 03318539) as Director (Finance) of the Company.**

(i) Voted **in favour** of the resolution:

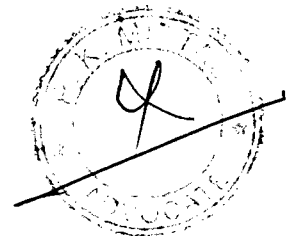
Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
610	7265115118	99.9571

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
16	3120486	0.0429

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	3024



**(g) Resolution 7 - To appoint Dr. Pradeep Kumar (DIN 05125269) as Director of the Company.**

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
531	7180236417	98.7893

(ii) Voted against the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
95	87999137	1.2107

(iii) Invalid Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	3024

**(h) Resolution 8 - To raise fund upto Rs. 13,000 crores through issue of bonds/ debentures on private placement basis.**

(i) Voted in favour of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
620	7268226319	99.9999



(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
11	10800	0.0001

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
4	1449

(i) **Resolution 9- To ratify the remuneration of the cost auditor for the financial year 2014-2015.**

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
611	7268222922	100 Approx

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
15	3621	0





**(iii) Invalid Votes:**

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	12015

Thanking you,

Yours faithfully,

**Pradeep K. Mittal**  
**Scrutinizer**

Place: New Delhi  
Date : 27.08.2014