



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01:SEC:AGM-40

Dated: 20.09.2016

Manager National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E), Mumbai-400 051	General Manager Department of Corporate Services Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001
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Sub.: Proceedings of 40th Annual General Meeting of the Company held on 20.09.2016

Dear Sir,

As per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the summary of proceedings of 40th Annual General Meeting of the Company held on 20th September, 2016.

The above is for information and record.

Thanking you,

Yours faithfully,

(A.K. Rastogi)

**Company Secretary &
Compliance Officer**



NTPC LIMITED

Registered Office: NTPC Bhawan, SCOPE Complex, Lodi Road, New Delhi – 110003

CIN: L40101DL1975GOI007966 **Website:** www.ntpc.co.in **E-mail:** ntpccc@ntpc.co.in

Phone: 011-24387333 **Fax:** 011-24361018

SUMMARY OF PROCEEDINGS OF 40th ANNUAL GENERAL MEETING OF NTPC LIMITED

40th Annual General Meeting of the Company was held on Tuesday, 20th September, 2016 at 10:30 a.m. at Manekshaw Centre, Parade Road, New Delhi-110010.

Shri Gurdeep Singh, Chairman & Managing Director chaired the Meeting. All the Directors, except Shri Rajesh Jain attended the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman then delivered his speech. With the consent of all the Members present, the Notice of AGM and the Directors' Report were taken as read. Company Secretary read the Auditors' Report.

The Chairman informed the Members that pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had offered remote e-voting facility to its members to exercise their right to vote by electronic means from Friday, 16th September, 2016 (9:00 AM) to Monday, 19th September, 2016 (5:00 PM). Those members who could not exercise their vote through remote e-voting process, the facility to vote through ballot paper was made available for such members at the AGM.

The Company Secretary proposed items of business for approval of shareholders and CMD explained objective and implications, of the resolutions enlisted in the AGM notice which were as under:

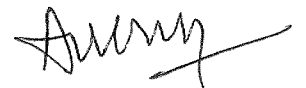
Item No.	Business Item	Resolution
ORDINARY BUSINESS		
1	Adoption of audited standalone financial statements and consolidated financial statements of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.	Ordinary
2	Confirmation of payment of interim dividend and to declare final dividend for the year 2015-16	Ordinary

3	Re-appointment of Shri S.C. Pandey (DIN: 03142319), who retires by rotation	Ordinary
4	Re-appointment of Shri Kulamani Biswal (DIN: 03318539), who retires by rotation	Ordinary
5	Fixation of remuneration of Statutory Auditors	Ordinary
SPECIAL BUSINESS		
6	Appointment of Shri Gurdeep Singh (DIN:00307037), as Chairman & Managing Director	Ordinary
7	Appointment of Shri Aniruddha Kumar (DIN:07325440), as Director	Ordinary
8	Appointment of Shri Rajesh Jain (DIN:00103150), as Independent Director	Ordinary
9	Appointment of Dr. Gauri Trivedi (DIN:06502788), as Independent Director	Ordinary
10	Appointment of Shri Seethapathy Chander (DIN:02336635), as Independent Director	Ordinary
11	Raising of fund up to Rs. 15,000 Crore through issue of Bonds/ Debentures on Private Placement basis	Special
12	Ratification of remuneration of the Cost Auditors for the financial year 2016-17	Ordinary

Company Secretary informed the Members that Shri Naresh Kumar Sinha, Practicing Company Secretary, M/s Kumar Naresh Sinha & Associates had been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting at the AGM. It was informed that counting of the votes and verification of the polling papers would take some time, the result of the poll along with the result of remote e-voting would be hosted on website of the Company, Karvy and that of the Stock Exchanges on or before 22.09.2016.

Members present were given the opportunity to ask questions and seek clarifications. The Chairman responded to the questions raised.

The meeting concluded at 11.30 A.M.



(A.K. Rastogi)
Company Secretary