



NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of NTPC Limited will be held on Wednesday, September 12, 2007 at 11.30 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110 010 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at March, 31, 2007 and Profit & Loss Account for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2006-07.
3. To appoint a Director in place of Shri Chandan Roy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri G.P. Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri M.I. Beg, who retires by rotation and being eligible, offers himself for re-appointment.
6. To fix the remuneration of the Auditors.

By order of the Board of Directors

Regd. Office:
NTPC Bhawan, 7, Institutional Area,
Lodi Road, New Delhi-110 003
Date: August 1, 2007


(A.K. Kastogi)
Company Secretary

NOTES:-

1. 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 to the Annual General Meeting. Blank proxy form is enclosed.
2. As required by clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri Chandan Roy, Shri G.P. Gupta and Shri M.I. Beg, Directors retiring by rotation and seeking re-appointment under Item No. 3,4 and 5 aforesaid in accordance with applicable provisions of the Articles of Associations of the Company as well as those directors who have been appointed since the last Annual General Meeting are also annexed. The tenure of Shri Chandan Roy is upto December 31, 2008 and tenure of both Shri G.P. Gupta and Shri M.I. Beg is upto January 29, 2009 as per terms of their appointment by the Government of India.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 1, 2007 to September 12, 2007 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of section 206A of the Companies Act, 1956, if declared at the Annual General Meeting, will be paid on or after September 17, 2007 to the Members or their mandates whose names appear on the Company's Register of Members on September 12, 2007 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on August 31, 2007.

4. Members are requested to:-
 - i) note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - ii) bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - iii) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - iv) quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - v) **note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium.**
 - vi) note that no gifts/coupons will be distributed at the Annual General Meeting.
5. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the ECS mandate form to Karvy Computershare Private Limited, Registrar & Transfer Agent of the Company. Those holding shares in Electronic Form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those who have already furnished the ECS Mandate Form to the Company/Registrar & Transfer Agent/DP with complete details need not send it again.
 The shareholders who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy Computershare Private Limited, Registrar & Transfer Agent of the Company to enable them to print these details on the dividend warrants.
6. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent alongwith relevant Share Certificates.
7. The Board of Directors in its meeting held on January 31, 2007 had declared an interim dividend @ 24% on the paid-up equity share capital of the company which was paid on February 14, 2007. Members who have not received or not encashed their dividend warrants may approach Karvy Computershare Private Limited, Registrar & Transfer Agent of the Company, for revalidating the warrants or for obtaining duplicate warrants.
8. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund of the Central Government. After such transfer, there remains no claim of the members whatsoever on the said amount. Therefore, Members are advised to encash their Dividend warrants immediately.
9. Members may avail of the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the Form-2B as prescribed in the Companies (Central Government's) General Rules and Forms, 1956, any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Form-2B is to be submitted in duplicate to Karvy Computershare Private Limited, Registrar & Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
10. Annual listing fee for the year 2007-08 has been paid to all Stock Exchanges wherein shares of the Company are listed.
11. Pursuant to Section 619(2) of the Companies Act, 1956, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C & AG) and in terms of Clause (aa) of sub-section (8) of Section 224 of the Companies Act, 1956 their remuneration has to be fixed by the Company in the Annual General Meeting. The Members of the Company in the 30th Annual General Meeting held on September 19, 2006 authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2006-07. Accordingly, the Board of Directors fixed audit fee of Rs. 47,50,000/- for the Statutory Auditors for the financial year 2006-07 in addition to applicable service tax and reimbursement of actual travelling and out-of-pocket expenses for visits to accounting units. Further, Statutory Auditors of the Company for the year 2007-08 has been appointed by C&AG of India, the Members may authorise the Board to fix an appropriate remuneration of Auditors as may be deemed fit by the Board.
12. Corporate Members intending to send their authorized representatives 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.

13. Members are requested to notify immediately any change of address:
 - i. to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - ii. to the Company at its Registered Office or to its Registrar & Transfer Agent, Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
14. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri A.K. Kundlu, Executive Director (Finance) and Public Spokesperson of the Company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
15. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AND ALSO OF DIRECTORS APPOINTED SINCE LAST ANNUAL GENERAL MEETING
Directors seeking re-election at the 31st AGM

Name	Shri Chandan Roy	Shri G.P. Gupta	Shri M.I. Beg
Date of Birth & Age	16.07.1950/ 57 yrs	11.01.1941/ 66 yrs	30.06.1939/ 68 yrs.
Date of Appointment	01.01.2004	30.01.2006	30.01.2006
Qualifications	Graduate in Mechanical Engineering	Post Graduate in Commerce	Masters Degree in Economics and Bachelor of Science in Electrical Engineering
Expertise in specific functional area	Shri Chandan Roy has vast and rich experience of around 36 years in the areas of project planning, conceptualization, design, engineering and O&M. In NTPC, he has served various divisions like Engineering, Operation Services and Regional Head Quarters. Prior to joining NTPC, he worked in ACC Vickers Babcock and Wilcox, London also.	Shri G.P. Gupta had been the Chairman and Managing Director of IDBI and Chairman of UTI. He has 40 years of experience in various financial institutions and held Directorships in various organizations like LIC, GIC, EXIM Bank, IFCI and BHEL in the past.	Shri Mirza Ishtiaq Beg is former Chairman of Central Electricity Authority & Ex-officio Secretary to the Government of India. Shri M.I. Beg was with Central Electricity Authority for 34 years and has been earlier on the Board of Power Finance Corporation Limited and Nuclear Power Corporation of India Limited.
Directorship held in other companies	Part-time Chairman 1. Ratnagiri Gas and Power Private Limited Part-time Director 1. NTPC Vidyut Vyapar Nigam Ltd. 2. Nuclear Power Corporation of India Limited 3. Northern Coal Fields Limited 4. Damodar Valley Corporation	Part-time Chairman 1. Emkay Share and Stock Brokers Ltd. Part-time Director 1. Hindustan Aeronautics Ltd. 2. SIDBI Venture Capital Ltd. 3. The Jammu & Kashmir Bank Ltd. 4. PTC India Ltd. 5. Swaraj Engines Ltd. 6. M.P. Power Generation Company Ltd. 7. Birla Sun Life Insurance Company Ltd. 8. Aditya Birla Nuvo Ltd. 9. Su-Raj Diamonds & Jewellery Ltd. 10. Shree Digvijay Cement Company Ltd. 11. Power Finance Corporation Ltd. 12. Idea Cellular Ltd. 13. S-Infra Limited	-

Memberships/ Chairmanship of Committees across all Public Companies		<p>NTPC Limited Chairman – Audit Committee</p> <p>Hindustan Aeronautics Ltd. Chairman – Audit Committee</p> <p>Power Finance Corporation Ltd. Chairman – Audit Committee</p> <p>Swaraj Engines Ltd Chairman – Audit Committee</p> <p>Idea Cellular Ltd. Chairman – Audit Committee</p> <p>The Jammu & Kashmir Bank Ltd. Member – Audit Committee</p> <p>Birla Sun Life Insurance Company Ltd. Member – Audit Committee</p> <p>Aditya Birla Nuvo Ltd. Member – Audit Committee</p> <p>PTC India Ltd. Member – Audit Committee</p> <p>Shree Digvijay Cement Ltd. Member – Audit Committee</p>	<p>NTPC Limited Member – Audit Committee</p>
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Directors appointed since last Annual General Meeting held on September 19, 2006

Name	Shri K.B. Dubey	Shri Rajesh Verma
Date of Birth & Age	25.07.1949/58 yrs	01.09.1964/43 yrs
Date of Appointment	12.01.2007	23.07.2007
Qualifications	Graduate in Mechanical Engineering	Graduate in Electrical Engineering
Expertise in specific functional area	Shri Kailash Bihari Dubey has worked in NTPC in different capacities and in variegated areas. He has headed various projects, Region and Corporate Groups in NTPC such as Faridabad Gas Power Project, Koldam Hydro Power Project, Hydro Region and Corporate Monitoring Group and has earned laurels in both Professional and Administrative Capacities.	Shri Rajesh Verma is an officer of Indian Administrative Service, Orissa cadre. He has held various posts in both the State Governments of Orissa and Rajasthan. Prior to his joining as a Joint Secretary & Financial Adviser, Ministry of Power, Government of India with effect from 02.07.2007, he has held the post of Director (Hydro), Ministry of Power.
Directorship held in other companies	<p>Part-time Director</p> <p>1. NTPC Hydro Limited</p>	<p>Part-time Director</p> <p>1. Rural Electrification Corporation Limited</p> <p>2. Tehri Hydro Development Corporation Limited</p> <p>3. Satluj Jal Vidyut Nigam Limited</p>
Memberships/ Chairmanship of Committees across all Public Companies	-	<p>NTPC Limited Chairman - Shareholders'/ Investors' Grievance Committee</p> <p>Member - Audit Committee</p>