

**NTPC Limited**

CIN: L40101DL1975GOI007966

Regd. Office: NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110 003

Tel. no.: 011-24360100 Fax: 011-24361018

Email: ntpccc@ntpc.co.in Website: www.ntpc.co.in

**NOTICE**

**NOTICE** is hereby given that **Thirty Ninth Annual General Meeting** of the Members of **NTPC Limited** will be held on **Friday, 18<sup>th</sup> September, 2015 at 10.30 a.m.** at Manekshaw Centre, Parade Road, New Delhi – 110 010 to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the financial year 2014-15.
3. To appoint a Director in place of Shri Anil Kumar Jha (DIN: 03590871), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Umesh Prasad Pani (DIN: 03199828), who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix the remuneration of the Statutory Auditors.

**SPECIAL BUSINESSES:**

6. To appoint Shri Anil Kumar Singh (DIN: 07004069), as Director of the Company and in this regard 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Anil Kumar Singh (DIN: 07004069), who was appointed as a Government Nominee Director, by the President of India vide letter no. 8/7/2013-Th.I dated 15<sup>th</sup> October, 2014 and subsequently appointed as an Additional Director by the Board of Directors with effect from 31<sup>st</sup> October, 2014 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Anil Kumar Singh (DIN: 07004069) as a candidate for the office of a director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation”.
7. To appoint Shri Kaushal Kishore Sharma (DIN: 03014947), as Director of the Company and in this regard 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Kaushal Kishore Sharma (DIN: 03014947), who was appointed as Director (Operations), by the President of India vide letter no. 8/10/2013-Th-I dated 7<sup>th</sup> October, 2014 and subsequently appointed as an Additional Director by the Board of Directors with effect from 1<sup>st</sup> November, 2014 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Kaushal Kishore Sharma (DIN: 03014947), as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Operations) of the Company, liable to retire by rotation, on terms & conditions as may be determined by the Govt. of India”.
8. To raise funds upto ₹ 5,000 Crore through issue of Bonds/Debentures on Private Placement basis and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution**:
 

“Resolved that pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable statutory provisions (including any statutory modification or re-enactments thereof) the Board of Directors of the Company (the “Board”) be and are hereby authorized to make offer(s) or invitation(s) to subscribe to the secured/ unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures (“Bonds”) upto ₹. 5,000 Crore in one or more tranches/ series not exceeding ten, through private

placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2016-17 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the Company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary”.

9. To ratify the remuneration of the Cost Auditors for the financial year 2015-16 and in this regard 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16, be paid the remuneration of ₹. 26,60,000/- (Rupee Twenty six lakh sixty thousand only) as set out in the statement annexed to the Notice convening this Meeting.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To approve transactions to be entered into with Associate Company and in this regard 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 188 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other Statutory Provisions, rules, regulations etc. as may be applicable, the consent of the Company be and is hereby accorded for entering into the related party transactions by the Company with Utility Powertech Limited (UPL), an Associate Company of NTPC Limited, subject to cumulative ceiling of 2% of the annual turnover of the Company as per the Audited Annual financial Statement of the preceding financial year or ₹. 1000 Crore whichever is more, in any financial year.

Resolved further that the Board of Directors of the Company and/or a Committee thereof or any other official as may be decided by the Board, be and is hereby, authorized to approve the individual contract(s)/ arrangement(s)/ transaction(s) with the UPL, within the above ceiling and to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution”.

By order of the Board of Directors



(A.K. Rastogi)

Company Secretary

Place: New Delhi

Date: 6<sup>th</sup> August 2015

**Notes:-**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.
2. 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 of the annual general meeting. Blank proxy form is enclosed.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
4. 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.
5. In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), the Company is offering remote E- voting facility to all the shareholders of the Company in respect of items to be transacted at this Annual General Meeting. User ID and Password are given at the bottom of Proxy form. **All members are requested to read instructions for e-voting, given overleaf of the Proxy Form, carefully before casting their e-vote.** Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not be allowed to vote again at the Meeting. Members who have not voted electronically can cast their vote at the meeting through ballot papers.
6. Brief resume of the Directors seeking appointment or re-appointment, as required under Clause 49 of the Listing Agreement, is annexed hereto and forms part of the Notice.
7. 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. note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
  - iv. 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.
  - v. note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - vi. quote their Folio / Client ID & DP ID Nos. in all correspondences.
  - vii. note that due to strict security reasons mobile phones, briefcases, eatables and other belongings will not be allowed inside the Auditorium.
  - viii. note that no gifts/coupons will be distributed at the Annual General Meeting.
8. The Board of Directors, in its meeting held on January 30, 2015, had declared an interim dividend @ 7.5% (₹ 0.75 per share) on the paid-up equity share capital of the company which was paid on February 13, 2015. Members who have not encashed or not received their dividend warrants may approach RTA of the Company for revalidating the warrants or for obtaining duplicate warrants.
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 7, 2015 to September 18, 2015 (both days inclusive). The Board of Directors, in its Meeting held on May 29, 2015, has recommended a final dividend @ 17.5% (₹ 1.75 per share) on the paid-up equity share capital of the company. The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on September 30, 2015 to the Members whose names appear on the Company's Register of Members on September 18, 2015 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 September 4, 2015.
10. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed final dividend for the financial year 2006-07 and interim dividend for the financial year 2007-08, on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 27, 2014 (date of last Annual General Meeting) on the website of the Company ([www.ntpc.co.in](http://www.ntpc.co.in)) and also on the website of the Ministry of Corporate Affairs.



Unpaid and unclaimed final dividend for the financial year 2007-08 and interim dividend for the financial year 2008-09 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 16<sup>th</sup> November, 2015 & 26<sup>th</sup> March 2016 respectively pursuant to the provisions of Section 205A of the Companies Act, 1956 (or Section 124 of the Companies Act, 2013, once notified).

11. Members, who have not registered their National Electronic Clearing Service (NECS) Mandate, are requested to send their NECS Mandate Form to the Registrar / Investor Service Department of the Company or to their DP, as the case may be. For any change in bank particulars due to banker having migrated their operations to core banking solutions, Members are requested to register a fresh NECS Mandate with the revised bank particulars.
12. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its RTA alongwith relevant Share Certificates.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit PAN to their DP with whom they are maintaining their demat accounts. It has also made mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of transfers and for securities market transactions and off-market/ private transactions involving transfer of shares of listed companies in physical form. Accordingly, members holding shares in physical mode should attach a copy of their PAN Card for every transfer request sent to the Company / RTA.
14. Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debentures) Rule, 2014, any person to whom their shares in the Company shall vest on occurrence of event stated in the Form. Those holding shares in physical form may obtain from and send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
15. Members are requested to notify immediately any change of address:
  - i. to their DP in respect of shares held in dematerialized form, and
  - ii. to the Company at its Registered Office or to its RTA in respect of their physical shares, if any, quoting their folio number.
16. **Members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or with RTA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. from the Company electronically.**
17. Members desirous of getting any information on any items of business to be transacted at this Meeting are requested to address their queries to Smt. Sangeeta Bhatia, General Manager (Finance) and Chief Investor Relation Officer of the Company at the registered office of the company at least ten days prior to the date of the Annual General meeting, so that the information required can be made readily available at the meeting.
18. Annual listing fee for the year 2015-16 has been paid to all Stock Exchanges wherein shares of the Company are listed. The Annual Custodian Fee for the year 2015-16 is yet to be demanded by the Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
19. Pursuant to Section 139 of the Companies Act, 2013, 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 pursuance of Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Members of the Company, in 38<sup>th</sup> Annual General Meeting held on August 27, 2014, authorised the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2014-15. Accordingly, the Board of Directors has fixed audit fee of ₹ 1,11,74,625/- (Rupees one crore eleven lakh seventy four thousand six hundred and twenty five only) for the Statutory Auditors for the financial year 2014-15 in addition to applicable service tax, education cess and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2015-16 have been appointed by the C&AG. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2015-16.
20. None of the Directors of the Company is in any way related with each other.
21. All documents referred to in the 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.
22. Route map to the venue of the Annual General Meeting is enclosed.

**EXPLANATORY STATEMENT****Item No. 6**

Shri Anil Kumar Singh (DIN: 07004069) was appointed as Government Nominee Director of the Company by the President of India vide letter no. 8/7/2013-Th.I dated 15<sup>th</sup> October, 2014 and was accordingly appointed as an Additional Director w.e.f 31<sup>st</sup> October, 2014 to hold office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Anil Kumar Singh for the office of Director (Government Nominee). Shri Anil Kumar Singh, if appointed, shall not be liable to retire by rotation.

Shri Anil Kumar Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other Directorships, Membership/ Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Anil Kumar Singh, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

**Item No.7**

Shri Kaushal Kishore Sharma (DIN: 03014947), was appointed as Director (Operations) of the Company by the President of India vide letter No. 8/10/2013-Th-I dated 7<sup>th</sup> October, 2014 issued by Ministry of Power for a period of five years or till the date of superannuation, whichever is earlier, and was accordingly appointed as an Additional Director w.e.f 1<sup>st</sup> November, 2014 to hold office upto this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Kaushal Kishore Sharma for the office of Director (Operations). Shri Kaushal Kishore Sharma, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Kaushal Kishore Sharma, Director (Operations) is to be determined by the Government of India.

Shri Kaushal Kishore Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other Directorships, Membership/ Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Kaushal Kishore Sharma, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

**Item No. 8**

The Company is the largest power producer in India with installed capacity of 38,202 MW (standalone) as on 31<sup>st</sup> March 2015. The projects of the Company are to be financed by debt & equity in the ratio of 70:30. Major portion of capital expenditure requirement of the Company has to be funded by debt. The Company borrows in the form of non-convertible bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc. The non-convertible bonds/ debentures are raised by the Company under public issue route or through private placement basis.

As per Section 42 of Companies Act, 2013 read with rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non convertible debentures", it shall be sufficient, if the Company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In view of the above, approval of the Shareholders of the Company is being sought to authorize the Board of Directors to make offer(s) or invitation(s) to subscribe to the secured/ unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures ("Bonds") upto ₹ 5,000 Crore in one or more tranches/ series not exceeding ten, through private placement, in domestic market during the period commencing from the

date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2016-17 whichever is earlier, subject to ceiling approved by the shareholders under Section 180(1)(c) of Companies Act 2013.

The Board of Directors of the Company in its Meeting held on 30<sup>th</sup> July, 2015 has approved the proposal and recommends the passing of the proposed Special Resolution.

The Directors or key managerial personnel or their relatives do not have concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

#### Item No. 9

Based on recommendation of Audit Committee, the Board of Directors in its meeting held on 30<sup>th</sup> July, 2015 has approved the names of the six cost accountant firms for appointment. The work was assigned to Cost Auditors and total fee of ₹ 26,60,000/- is payable for cost audit for the Financial year 2015-16. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of out of pocket expenses applicable statutory taxes/ levies shall be in addition to fees. The names of cost auditors are as under:

Sl. No.	Name of Cost Auditors
1	M/s Bandyopadhyaya Bhaumik & Co., Kolkata
2	M/s S. Dhal & Co., Bhubaneswar
3	M/s Musib & Co., Mumbai
4	M/s Narasimha Murthy & Co., Hyderabad
5	M/s Sanjay Gupta & Associates, New Delhi
6	M/s R.J.Goel & Co., Delhi

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

#### Item No. 10

As per provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, except with the approval of the Shareholders by way of special resolution, Company shall not enter into any transaction with any Related Party for availing or rendering of any service exceeding 10% of the turnover of the company or ₹ 50 crore, whichever is lower.

In context of your Company, term 'Related party', inter-alia includes the subsidiaries and associate companies of NTPC. As per the MCA notification number GSR 463 (E) dated 5<sup>th</sup> June 2015, transaction between two Government Companies are exempted from the provisions of the Section 188 of the Act. The same exemptions are also available under the Listing Agreement. As subsidiaries of NTPC are also Government Company within the meaning of Section 2(45) of the Act, no approval is required in respect to Related Party Transaction(s) with Subsidiaries.

Your Company is assigning jobs on contract basis, for sundry works in the plants/ stations/ offices to Utility Powertech Company Limited (UPL), a 50:50 Joint Venture between NTPC and Reliance Infrastructure Limited. UPL inter-alia undertakes jobs such as overhauling, repair, refurbishment of various mechanical and electrical equipments of Power Stations. In this regard Company is entering into Power Station Maintenance Agreement with UPL from time to time. The rates are fixed on cost plus basis after mutual discussion and after taking in to account the prevailing market conditions.

As per the requirement of Section 188 of the Companies Act, 2013, the company proposes to seek approval of the Shareholders by way of special resolution for entering into transaction/ agreement with UPL subject to ceiling of 2% of the annual turnover of the Company as per the Audited Annual Financial Statement of the preceding financial year or ₹ 1000 Crore whichever is more, in any financial year.

The particulars of the transaction pursuant to the provisions of Section 188 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party	Nature of relationship	Nature of Transaction(s)	Estimated Amount of the Contract in any financial year	Director or Key Managerial Person who is related
Utility Powertech Limited (UPL)	Associate Company	Hiring of works/services of sundry nature	₹1000 Crore approx.	None of Directors of NTPC or Key Managerial Persons are interested in UPL.

It may also be noted that in exercise of powers conferred under the Article of Association/ Joint Venture Agreement of UPL, your Company has been nominating Directors on the Board of UPL and the Directors nominated by the Company holds their position in their official capacity as employee of NTPC. Directors nominated by the Company cease to hold the Directorship after cessation from the services of the Company. Further, the person nominated by the NTPC is not receiving any remuneration, commission or sitting fee from UPL and thus, the Directors nominated by NTPC on the Board of UPL are only having official interest in UPL.

In view of above, approval of shareholders are sought for entering in to Power Station Maintenance Agreement with UPL subject to ceiling of 2% of the annual turnover of the Company as per the Audited Annual Financial Statement of the preceding financial year or ₹. 1000 Crore, whichever is more, in any financial year.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the passing of the proposed Special Resolution.

By order of the Board of Directors



(A.K. Rastogi)

Company Secretary

Place: New Delhi

Date: 6<sup>th</sup> August, 2015

## BRIEF RESUME OF THE DIRECTORS SEEKING ELECTION/ RE-ELECTION :

Name	Shri Anil Kumar Jha	Shri Umesh Prasad Pani	Shri Anil Kumar Singh	Shri Kaushal Kishore Sharma
<b>Date of Birth &amp; Age</b>	24/7/1957 58 Years	2/10/1956 59 Years	23/04/1969 46 Years	5/10/1957 58 Years
<b>Date of Appointment</b>	1/7/2012	1/3/2013	31/10/2014	1/11/2014
<b>Qualifications</b>	Graduate in Mechanical Engineering from BIT Sindri, Ranchi University and LLB from Delhi University.	Graduate in Electrical Engineering from BITS, PILANI (1978)	B.E. (Civil) and M.E. (Polymers Technology) from Delhi College of Engineering. MBA in Business Administration Policy and Administration from University of Ljubljana.	Graduate in Mechanical Engineering and MBA in Finance.
<b>Expertise in specific functional area</b>	He joined NTPC in 1977 as Executive Trainee (2nd Batch). He was directly associated with the NTPC's flagship Project i.e. Singrauli (5x200 MW) as part of erection team. He has rich and varied experience of 38 years in NTPC in all the areas of Power Project that is design & Engineering, Project Planning & Monitoring and Project Construction & Management.	He joined NTPC in November, 1978 as (3rd batch) Executive Trainee. He has worked in Erection, Rehabilitation and Resettlement, Technical Services Deptt. of Korba STPS (3x200+3x500MW) and Talchar STPS, (6x500MW). He worked as Business Unit Head (BUH) of NSPCL (joint Venture of NTPC & SAIL) at Bhilai and Durgapur. He was Head of NTPC Kahalgaon (4x210 MW+3x500MW) Project.	He is an Indian Administrative Service Officer of AGMUT Cadre (1995 batch). During his illustrious career of 19 years as IAS officer, he has held various administrative positions in the areas of Administration, Land Revenue, Urban Development, Energy, Labour, Industrial Policy & Promotion, Khadi & Village Industry, Health & Family Welfare, Home Affairs, Youth Affairs & Sports in various Union Territories in India prior to joining as Joint Secretary, Ministry of Power.	He has wide experience in the areas of Mega-Budget Thermal, Hydro Power and Coal Mining Projects. He had been Business Unit Head of NTPC-SAIL Power Company Private Limited's Durgapur Station, General Manager of Farakka Super Thermal Power Station and General Manager of Koldam Hydro Electric Power Project of NTPC. He had also been Regional Executive Director (Hydro Region), Executive Director (Coal mining/ Coal Washeries), Regional Executive Director (East Region-II), Executive Director (Project Planning & Monitoring), and Chief Executive Officer of NTPC-SAIL Power Company Private Limited
<b>Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>Transformers and Electricals Kerala Limited- Part Time Director</li> <li>Anushakti Vidhyut Nigam Limited- Part Time Director</li> <li>NTPC Alstom Power Services Pvt. Limited - Part Time Director</li> <li>Pan Asian Renewables Pvt. Limited (Under liquidation) - Part Time Chairman</li> <li>NTPC Vidyut Vyapar Nigam Limited - Part Time Director</li> <li>Bangladesh-India Friendship Power Co. (Pvt) Limited - Part Time Director</li> </ol>	<ol style="list-style-type: none"> <li>Kanti Bijlee Utpadan Nigam Limited - Part Time Director</li> <li>Transformers and Electricals Kerala Limited - Part Time Director</li> <li>Trincomalee Power Co. Limited - Part Time Director</li> <li>NTPC Electric Supply Co. Limited- Part Time Director</li> <li>KINESCO Power &amp; Utilities Pvt. Limited - Part Time Director</li> </ol>	<ol style="list-style-type: none"> <li>Damodar Valley Corporation - Member</li> <li>Bhartiya Nabhikiya Vidyut Nigam Limited - Director</li> </ol>	<ol style="list-style-type: none"> <li>NTPC SAIL Power Company Pvt. Ltd. - Part Time Chairman</li> <li>NTPC Vidyut Vyapar Nigam Limited - Part Time Director</li> <li>The West Bengal Power Development Corporation Limited - Part Time Director</li> </ol>
<b>Memberships/ Chairmanship of Committees across all Public Companies*</b>	<b>Audit Committee:</b> <ol style="list-style-type: none"> <li>Bangladesh-India Friendship Power Co. (Pvt) Limited - Member</li> <li>NTPC Vidyut Vyapar Nigam Limited - Member</li> </ol>	<b>Audit Committee:</b> <ol style="list-style-type: none"> <li>Kanti Bijlee Utpadan Nigam Limited - Member</li> <li>Trincomalee Power Co. Limited - Member</li> </ol> <b>Stakeholders' Relationship Committee:</b> <ol style="list-style-type: none"> <li>NTPC Limited -Member</li> </ol>	NIL	NIL
<b>No. of Shares held in NTPC Limited</b>	1440	2362	NIL	369
<b>Attendance</b>	No. of Meeting held during the FY 14-15 = 13 No. of Meetings attended =13	No. of Meeting held during the FY 14-15 =13 No. of Meetings attended =12	No. of Meeting during the tenure =7 No. of Meetings attended =3	No. of Meeting during the tenure =6 No. of Meetings attended =6

\*In line with Clause 49 of Listing Agreement, only the Audit Committee and Stakeholders' Relationship Committee have been taken into consideration in reckoning the number of committee memberships of Directors as Chairman and as Member.