

NTPC Limited

CIN: L40101DL1975GOI007966

Regd. Office : NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110003

Tel : 011-2436 0100 Fax: 011-24361018. Web : www.ntpc.co.in Email: ntpccc@ntpc.co.in

ATTENDANCE SLIP**39TH ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 18TH SEPTEMBER, 2015 AT 10.30 A.M.**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at 39th Annual General Meeting of the Company held on Friday, 18th September, 2015 at Manekshaw Centre, Parade Road, New Delhi – 110010.

Signature of Member/ Proxy

*Applicable in case of shares held in Physical Form.

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the RTA counter(s) at the venue against which RTA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by RTA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).
4. No gifts will be distributed at the Annual General Meeting.

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FORM OF PROXY

Name of the member (s):	
Registered address:	
Folio No/ DP ID- Client Id:	
Email ID	
No. of Shares held	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
2.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
3.	Name:		Signature:	
	Address:			
	E-mail Id:			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, 18th September, 2015 at Manekshaw Centre, Parade Road, New Delhi - 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of audited financial statements and consolidated financial statement of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.		
2.	Confirmation of payment of interim dividend and declare final dividend for the year 2014-15		
3.	Re-appointment of Shri Anil Kumar Jha (DIN: 03590871), who retires by rotation		
4.	Re-appointment of Shri Umesh Prasad Pani (DIN: 03199828), who retires by rotation		
5.	Fixation of remuneration of Statutory Auditors		
Special Business			
6.	Appointment of Shri Anil Kumar Singh (DIN: 07004069), as Director		
7.	Appointment of Shri Kaushal Kishore Sharma (DIN: 03014947) as Director (Operations)		
8.	Raising of funds upto Rs. 5,000 Crore through issue of Bonds/Debentures on Private Placement basis		
9.	Ratification of remuneration of the Cost Auditors for the financial year 2015-16		
10.	Approval for entering into transaction(s) with associate company		

Signed this..... day of..... 20....

Affix Revenue
Stamp of
₹ 1/-

Signature of shareholder _____ Signature of Proxy holder(s) _____

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the RTA/Depository Participant (DP).
3. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

(i) User ID and Password for remote e-voting is provided as below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please read instruction given overleaf before casting your vote.

General Information and instructions relating to remote e-voting are as under:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
2. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of annual general meeting).
3. The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
4. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. The Board of Directors have appointed Shri Pradeep K. Mittal, Advocate, M/s PKMG Law Chambers as the Scrutinizer, for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
6. The cut-off date for the purpose of voting (Including remote e-voting) is 11th September, 2015.
7. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:
Commencement of remote e-voting: From 9.00 a.m. (IST) on September 15, 2015
End of remote e-voting: Up to 5.00 p.m. (IST) on September 17, 2015
8. The result of voting will be declared within 48 hrs. of the conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.ntpc.co.in and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
9. The procedure and instructions for remote e-voting are as under:
 - a. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
 - b. Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the Proxy Form accompanying the Notice of AGM, in case email-id is not registered and physical copy of the Annual Report is being received by you). The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date. Your Folio No./ DP ID Client ID will be your User ID.
 - c. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 11, 2015, may obtain the User ID and password in the manner as mentioned below:
 - I. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space> DP ID Client ID or MYEPWD<space> E-Voting Event Number + Folio No. to 9212993399.
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL :
 MYEPWD <SPACE> 1402345612345678
 Example for Physical :
 MYEPWD <SPACE> XXXX1234567890
 - II. If e-mail address or mobile number of the member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No.or DP ID Client ID and PAN to generate a password.
 - III. Member may call Karvy's toll free number 1800-3454-001
 - IV. Member may send an e-mail request to evoting@karvy.com.
 - d. If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting. If you forgot your e-voting password, then it can be retrieved as per step (c) (ii) above.
 - e. After entering these details appropriately, click on "LOGIN"
 - f. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it.
 - g. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - h. You need to login again with the new credentials.
 - i. On successful login, the system will prompt you to select the E-Voting Event Number for NTPC Limited.
 - j. On the voting page, you will see the Resolution Description and options "FOR/AGAINST/ ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
 - k. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - l. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - m. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - n. Corporate/Institutional Members (i.e. other than Individuals, HUF,NRI,etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter,etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: scrutinizer_ntpc@yahoo.in with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - o. Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote through remote e-voting shall not be allowed to vote again at the Meeting.
 - p. In case of any query pertaining to remote e-voting, please contact Karvy's toll free no. 1800-345-4001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>
 - q. In case of grievances connected to the remote e-voting, please contact Mr. Suresh Babu D, Deputy Manager, Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 Phone No.: 040-67161518 , E-mail: suresh.d@karvy.com.