

# 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:** info@ntpc.co.in **Website:** www.ntpc.co.in

## NOTICE

**NOTICE** is hereby given that **Thirty Eighth Annual General Meeting** of the members of **NTPC Limited** will be held on **Wednesday, 27<sup>th</sup> August, 2014 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 the audited financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2013-14.
3. To appoint a Director in place of Shri I.J. Kapoor (DIN: 02051043), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors.

### SPECIAL BUSINESSES:

5. To appoint Shri S.C. Pandey (DIN: 03142319), 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 S.C. Pandey (DIN : 03142319), who was appointed as Director (Projects), by the President of India vide letter no. 8/4/2012-Th-I dated 5<sup>th</sup> August, 2013 and subsequently appointed as an Additional Director by the Board of Directors with effect from October 1, 2013 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 S.C. Pandey (DIN : 03142319) as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India.”

6. To appoint Shri Kulamani Biswal (DIN: 03318539), 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 Kulamani Biswal (DIN: 03318539), who was appointed as Director (Finance), by the President of India vide letter no. 8/6/2012-Th-I dated 5<sup>th</sup> December, 2013 and subsequently appointed as an Additional Director by the Board of Directors with effect from December 9, 2013 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 Kulamani Biswal (DIN: 03318539) as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Finance) and Chief Financial Officer of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India.”

7. To appoint Dr. Pradeep Kumar (DIN: 05125269), 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 all other applicable provisions of the Companies Act, 2013, Rules made thereunder, Dr. Pradeep Kumar (DIN: 05125269), who was appointed as a Government Nominee Director, by the President of India vide letter no. 8/7/2013-Th-I dated 9<sup>th</sup> September, 2013 & appointed as an Additional Director by the Board of Directors with effect from 17<sup>th</sup> September, 2013 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 Dr. Pradeep Kumar (DIN: 05125269) as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company, not liable to retire by rotation.”

8. To raise funds upto ₹ 13,000 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 ₹ 13,000 Crore or equivalent in one or more tranches/ series not exceeding twelve, through private placement, in domestic and/or in international markets i.e. in Indian rupees and/or in foreign currency, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of Annual General Meeting in the financial year 2015-16 whichever is earlier in conformity with rules, regulations 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 they may, in their absolute discretion, deem necessary.”

9. To ratify the remuneration of the Cost Auditors for the financial year 2014-15 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 2014-15, be paid the remuneration of ₹ 24,91,250/- (Twenty four lakh ninety one thousand two hundred fifty 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.”

By order of the Board of Directors

(A.K. Rastogi)  
Company Secretary

**Regd. Office:**

NTPC Bhawan, SCOPE Complex, 7 Institutional Area,  
Lodi Road, New Delhi-110 003  
CIN: L40101DL1975GOI007966

**Date: 23<sup>rd</sup> July 2014**

**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 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.

2. 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.
3. 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.

4. 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, the Company is offering 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 including instructions for e-voting are given overleaf of Proxy form. All members are requested to read those instructions 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 venue.
5. 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.
6. 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.
7. The Company is separately seeking approval of shareholders under Section 180(1)(c) of the Companies Act, 2013 in respect of increasing borrowing powers of the company and under Section 180(1)(a) for creating charge/mortgage on the assets of the Company through postal ballot.
8. 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. 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).
  - 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 correspondence.
  - vii. note that due to strict security reasons mobile phones, briefcases, eatables and other belongings are not allowed inside the Auditorium.
  - viii. note that no gifts/coupons will be distributed at the Annual General Meeting.
9. The Board of Directors, in its meeting held on January 28, 2014, had declared an interim dividend @ 40% (₹ 4.00 per share) on the paid-up equity share capital of the company which was paid on February 10, 2014. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from August 15, 2014 to August 27, 2014 (both days inclusive). The Board of Directors, in its Meeting held on May 15, 2014, 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 Companies Act 2013, if declared at the Annual General Meeting, will be paid on September 9, 2014 to the Members whose names appear on the Company's Register of Members on August 27, 2014 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 14, 2014.
11. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividend for the financial year 2005-06 and interim dividend for the financial year 2006-07, 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 September 17, 2013 (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.  
Unclaimed final dividend for 2006-07 and Interim dividend for 2007-08 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on or before 10<sup>th</sup> November, 2014 & 2<sup>nd</sup> April 2015 respectively pursuant to the provisions of Section 205A of the Companies Act, 1956 (or Section 124 of the Companies Act, 2013, once notified).
12. Members, who have not registered their 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.

13. 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.
14. 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.
15. 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 events 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.
16. 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.
17. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri G.K. Sadhu, 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.
18. Annual listing fee for the year 2014-15 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2014-15 was paid to both 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 pursuant to Section 142 of the Companies Act, 2013, their remuneration has 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 37<sup>th</sup> Annual General Meeting held on September 17, 2013, authorised the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2013-14. Accordingly, the Board of Directors has fixed audit fee of ₹ 1,06,42,500/- for the Statutory Auditors for the financial year 2013-14 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 2014-15 are yet to be appointed by 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 2014-15.
20. None of the Directors of the Company is in any way related with each other.
21. 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.

**EXPLANATORY STATEMENT****Item No. 5**

Shri S.C. Pandey was appointed as Director (Projects) of the Company by the President of India vide letter No. 8/4/2012-Th-I dated 5<sup>th</sup> August, 2013 issued by Ministry of Power for a period of five years and was accordingly appointed as an Additional Director w.e.f 1<sup>st</sup> October, 2013 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 (the Act), signifying his intention to propose Shri S.C. Pandey for the office of Director (Projects). Shri S.C. Pandey, if appointed, will be liable to retire by rotation. The terms and conditions regulating the appointment of Shri S.C. Pandey is to be determine by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of this notice.

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

The Board recommends the resolution for your approval.

**Item No. 6**

Shri Kulamani Biswal was appointed as Director (Finance) of the Company by the President of India vide letter No. 8/6/2012-Th-I dated 5<sup>th</sup> December, 2013 issued by Ministry of Power for a period of five years and was accordingly appointed as an Additional Director w.e.f. 9<sup>th</sup> December, 2013 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 Act, signifying intention to propose Shri Kulamani Biswal for the office of Director (Finance). Shri Kulamani Biswal, if appointed, will be liable to retire by rotation. Pursuant to provisions of Section 203 of the Act & Rules made there under, he shall also be the Chief Financial Officer of the Company. The terms and conditions regulating the appointment of Shri Kulamani Biswal is to be determine by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area 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 Kulamani Biswal is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

**Item No.7**

Dr. Pradeep Kumar was appointed as an a Government Nominee Director of the Company by the President of India vide letter no. 8/7/2013-Th-I dated 9<sup>th</sup> September, 2013 and was accordingly appointed as an Additional Director w.e.f 10<sup>th</sup> September, 2013 to hold office upto the date of previous Annual General Meeting. He was again appointed as an Additional Director w.e.f 17<sup>th</sup> September, 2013 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 Act, signifying his intention to propose Dr. Pradeep Kumar for the office of Director (Government Nominee). Dr. Pradeep Kumar, if appointed, shall not be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Pradeep Kumar, 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 37,107 MW (Standalone) as on 31<sup>st</sup> March 2014. The projects of the Company are to be finance by debt & equity in the ratio of 70:30. As the Company is under a rapid capacity expansion mode, 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/ foreign currency bonds are issued by the Company under public issue route or through private placement basis.

As per Section 42 of the 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 ₹ 13,000 Crore in one or more tranches/ series, through private placement, in domestic and/

or in international markets i.e. in Indian rupees and/or in foreign currency, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of Annual General Meeting in the financial year 2015-16 whichever is earlier, subject to ceiling approved by the shareholders under Section 180(1)(c).

The Board of Directors of the Company in its Meeting held on 11<sup>th</sup> July, 2014 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 any 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 15<sup>th</sup> May, 2014 has approved the names of the six cost accountant firms for appointment and also authorized Director (Finance) to assign work to them and fix their remuneration. Accordingly, work was assigned to Cost Auditors and total fee of ₹ 24,91,250/- is payable for cost Audit for the Financial year 2014-15. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes like service tax and education cess were in addition to fees. The details of remuneration are as under.

S. No.	Name of Cost Auditors	Remuneration (in ₹)
1	M/s Bandyopadhyaya Bhaumik & Co.	4,05,000
2	M/s S. Dhal & Co	4,05,000
3	M/s Musib & Co.	4,05,000
4	M/s Narasimha Murthy & Co.	4,05,000
5	M/s Sanjay Gupta & Associates	3,98,750
6	M/s R.J.Goel & Co.	4,72,500
	<b>Total</b>	<b>24,91,250</b>

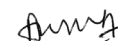
As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2014-15.

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.

By order of the Board of Directors



**(A.K. Rastogi)**  
Company Secretary

**Regd. Office:**

NTPC Bhawan, SCOPE Complex, 7 Institutional Area,  
Lodi Road, New Delhi-110 003  
CIN: L40101DL1975GOI007966

**Date: 23<sup>rd</sup> July 2014**

**BRIEF RESUME OF THE DIRECTORS SEEKING ELECTION / RE-ELECTION AT 38<sup>TH</sup> AGM**

Name	Shri I.J.Kapoor	Shri S.C.Pandey	Dr. Pradeep Kumar	Shri Kulamani Biswal
<b>Date of Birth &amp; Age</b>	5/10/1956, 58 Yrs	20/8/1957, 57 yrs	1/1/1961, 53 yrs	9/4/1961, 53 yrs.
<b>Date of Appointment</b>	26/12/2008	1/10/2013	10/9/2013	9/12/2013
<b>Qualifications</b>	Graduate in Mechanical Engineering and MBA (Marketing)	B.E. in Instrumentation	B.Tech, Electronics, MBA, Master Diploma in Public Administration and Governance and M. Phil in Social Sciences	Fellow member of the Institute of Cost Accountants of India, LL.B and MBA from New Port University, California, USA
<b>Expertise in specific functional area</b>	He joined NTPC in 1978 as 3rd batch Engineering Executive Trainee (EET) and is the first EET to be on the Board of the Company. He has a rich and varied experience of over 35 years in the areas of Commercial, Engineering, Contracts & Materials Management, Project Management, Consultancy, Cost Engineering, Station Engineering and Quality Assurance & Inspection. He is a Fellow of Institution of Engineers, India and Senior Member, IEEE, USA.	He joined NTPC as Executive Trainee in 1978. He brings with him about 34 years rich experience and exposure to areas of engineering, project construction and operations of power plants. He has strong background in managing operating and maintaining some of the largest power stations of the country.	He has more than 26 years of experience as IAS officer. He held various administrative positions in the areas of Revenue, Finance, Transport, Shipping, Inland Water Transportation, Water Resources, Irrigation, Food and Civil Supplies, Consumer Affairs, Environment and Forests. Prior to joining as Joint Secretary & Financial Adviser, Ministry of Power, he was Principal Secretary, Environment and Forest Department, Government of Kerala.	He has rich experience of 28 years both in coal and power sector. He was Director (Finance) in Mahanadi Coalfields Limited (MCL) since October 2010 managing finance, accounting and corporate governance functions of the Company. He played a pivotal role in making MCL as second largest coal company in India in terms of production and profitability. He was Chief (Finance) at Central Electricity Regulatory Commission and contributed to drafting of various regulations and policies for smooth functioning of the power sector from year 2004 to 2010.
<b>Directorship held in other companies</b>	<b>Part-time Chairman</b>	<b>Part-time Chairman</b>	<b>Govt. Nominee Director</b>	<b>Part-time Director</b>
	1. Aravali Power Company Private Limited <b>Part-time Director</b> 1. PTC (India) Limited 2. NTPC Vidyut Vyapar Nigam Limited 3. Meja Urja Nigam Private Limited 4. NTPC BHEL Power Projects Private Limited 5. Trincomalee Power Company Limited 6. Bangladesh- India Friendship Power Company Private limited	1. Bhartiya Rail Bijlee Company Limited <b>Part-time Director</b> 1. BF-NTPC Energy Systems Limited 2. International Coal Ventures Limited 3. Pan-Asian Renewables Private Limited	1. Power Grid Corporation of India Limited	1. Meja Urja Nigam Private Limited 2. NTPC Electric Supply Company Limited
<b>Memberships/ Chairmanship of Committees across all Public Companies*</b>	<b>Audit Committee: Chairman</b> Trincomalee Power Company Limited <b>Member</b> NTPC Vidyut Vyapar Nigam Limited		<b>Audit Committee Member:</b> 1. NTPC Limited. 2. Power Grid Corporation of India Limited <b>Stakeholders' Relationship Committee Member</b> NTPC Limited	<b>Stakeholders' Relationship Committee Member</b> NTPC Limited.
<b>No. of Shares held in NTPC Limited</b>	NIL	2304	NIL	NIL

\*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.



# NTPC Limited

CIN: L40101DL1975GOI007966

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

## ATTENDANCE SLIP

38<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 27<sup>TH</sup> AUGUST, 2014 AT 10.30 A.M.

NAME OF THE ATTENDING MEMEBR (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 the 38<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 27<sup>th</sup> August, 2014 at Manekshaw Centre, Parade Road, New Delhi – 110 010.

\*Applicable in case of shares held in Physical Form.

### NOTES:

Signature of Member/ Proxy

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 Wednesday, 27<sup>th</sup> August, 2014 at Manekshaw Centre, Parade Road, New Delhi – 110 010and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	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.		
2.	Confirmation of payment of interim dividend and declare final dividend for the year 2013-14		
3.	Re-appointment of Shri I.J. Kapoor (DIN: 02051043), who retires by rotation		
4.	Fixation of remuneration of Auditors		
<b>Special Business</b>			
5.	Appointment of Shri S.C. Pandey (DIN: 03142319) as Director (Projects)		
6.	Appointment of Shri Kulamani Biswal (DIN: 03318539) as Director (Finance)		
7.	Appointment of Dr. Pradeep Kumar (DIN: 05125269) as Director		
8.	Raising of funds upto ₹ 13,000 Crore through issue of Bonds/Debentures on Private Placement basis		
9.	Ratification of remuneration of the Cost Auditors for the financial year 2014-15		

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

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

Affix Revenue Stamp of ₹1/-

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN



**The instructions and other information relating to e-voting are as under:**

1. (i) Launch internet browser by typing the URL: <https://evoting.karvy.com> or click on the link provided in the email in case a Member receives an e-mail from Karvy.
- (ii) Enter the login credentials (i.e. user-id & password) mentioned at the bottom of Proxy Form. Your folio / DP ID and Client ID will be your User-ID.

<b>User-ID</b>	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID
	For Members holding shares in Physical Form:- Even no. followed by Folio Number registered with the company.
<b>Password</b>	Your Unique password is printed on the Proxy Form.
<b>Captcha</b>	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, Click on "LOGIN".
  - (iv) 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 value (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 may also enter a secret question and answer of your choice to retrieve your password in case you forget it. 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.
  - (v) You need to login again with the new credentials.
  - (vi) On successful login, the system will prompt you to select the "EVENT".
  - (vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - (viii) On the voting page, 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 mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - (ix) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (xi) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - (xii) 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).
  - (xiii) 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](mailto:scrutinizer_ntpc@yahoo.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVEN NO."
2. The e-voting facility will be available during the following voting period:
    - **Commencement of e-voting** : From 10.00 a.m. (IST) on **August 18, 2014**.
    - **End of e-voting** : Up to 6:00 p.m. (IST) on **August 20, 2014**.
  3. 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.
  4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
  5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, July 18, 2014.
  6. Shri Pradeep K. Mittal, Advocate, M/s PKMG Law Chambers has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  7. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
  8. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
  9. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.ntpc.co.in](http://www.ntpc.co.in)) and on Karvy's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.