

NOTICE

NOTICE is hereby given that **Thirty Fifth Annual General Meeting** of the Members of **NTPC Limited** will be held on **Tuesday, September 20, 2011 at 10.30 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, 2011 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 2010-11.
3. To appoint a Director in place of Shri I.J. Kapoor, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri A.K. Sanwalka, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Kanwal Nath, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Shri Adesh C. Jain, who retires by rotation and being eligible, offers himself for re-appointment.
7. To fix the remuneration of the Auditors.

SPECIAL BUSINESS

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 "Resolved that Shri Arup Roy Choudhury, who was appointed as an Additional Director of the Company by the President of India vide letter no. 8/4/2009-Th-I(CMD) dated 28.07.2010 w.e.f. 01.09.2010 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 24.09.2010, under Section 260 of the Companies Act, 1956, and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as the Chairman & Managing Director of the Company."
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 "Resolved that Shri S.P. Singh, who was appointed as an Additional Director of the Company w.e.f. 16.10.2010, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/3/2009-TH.I [DHR] dated 16.10.2010 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as the Director (Human Resources) of the Company, liable to retire by rotation."
10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 "Resolved that Shri N.N. Misra, who was appointed as an Additional Director of the Company w.e.f. 19.10.2010, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/5/2009-TH.I [DO] dated 19.10.2010 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as the Director (Operations) of the Company, liable to retire by rotation."

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-110003
 Date: August 04, 2011

NOTES:-

1. The relevant explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Special Business, as set out above is annexed hereto.
2. Brief Resume of the Directors seeking appointment and re-appointment as mandated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the Notice.
3. **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.**
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. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to get their e-mail addresses registered with Karvy Computershare Private Limited, RTA of the Company.
6. The Board of Directors, in its meeting held on January 31, 2011, had declared an interim dividend @ 30% (₹ 3.00 per share) on the paid-up equity share capital of the company which was paid on February 14, 2011. Members who have not received or not encashed their dividend warrants may approach Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or for obtaining duplicate warrants.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 10, 2011 to September 20, 2011 (both days inclusive). The Board of Directors, in its Meeting held on May 10, 2011, has recommended a final dividend @ 8% (₹ 0.80 per share) on the paid-up equity share capital of the company. The final dividend, subject to the provisions of Section 206A of the Companies Act, 1956, if declared at the Annual General Meeting, will be paid on September 26, 2011 to the Members or their mandates whose names appear on the Company's Register of Members on September 20, 2011 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 9, 2011.
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 on receipt.
9. 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 & Share Transfer Agent (RTA) 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/ RTA /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, RTA of the Company to enable them to print these details on the dividend warrants.
10. 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.

11. SEBI has made it 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.
12. 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, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
13. 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.
14. 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 RTA, Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
15. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri K. Sivakumar, ED (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.
16. Annual listing fee for the year 2011-2012 has been paid to all Stock Exchanges wherein shares of the Company are listed.
17. 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 or in such manner as the Company in general meeting may determine. The Members of the Company in the 34th Annual General Meeting held on September 23, 2010 authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2010-2011. Accordingly, the Board of Directors has fixed audit fee of ₹ 80,00,000/- for the Statutory Auditors for the financial year 2010-2011 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. C&AG is yet to appoint the Statutory Auditors of the Company for the year 2011-2012. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board.
18. None of the Directors of the Company is in any way related with each other except that Shri Shanti Narain, Independent Director is Brother-in-Law to Shri Kanwal Nath, Independent Director on the Board of NTPC Limited.
19. 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.

Annexure to Notice

EXPLANATORY STATEMENT

Item No. 8

Shri Arup Roy Choudhury, was appointed as an Additional Director on the Board of NTPC, w.e.f 01.09.2010 by the President of India vide Notification No. 8/4/2009-Th-I (CMD) dated 28.07.2010 issued by Ministry of Power. However, before his appointment, the Notice of 34th AGM scheduled for 23.09.2010 was already printed and was under dispatch, therefore, his tenure as Additional Director expired on 23.09.2010. The appointment of Shri Arup Roy Choudhury was further renewed by the Board, as an Additional Director w.e.f. 24.09.2010, till the conclusion of this Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying intention to propose Shri Arup Roy Choudhury for the office of Chairman & Managing Director.

Shri Arup Roy Choudhury, aged 54 years, has an illustrious career spanning over 32 years of outstanding contribution in the fields of engineering, general management, strategic management and business leadership. He is a Graduate in Civil Engineering from Birla Institute of Technology, Mesra, one of the leading institutions of technical education and a Post-Graduate in Management and Systems from IIT-Delhi.

Shri Choudhury has the distinction of becoming the youngest Chief Executive Officer of a Central Public Sector Enterprise (CPSE) at the age of 44 years when he joined National Buildings Construction Corporation Limited on April 03, 2001 as Chairman & Managing Director. Prior to that, he had worked in prominent public and private sector Indian companies since 1979.

His vision, leadership and industriousness transformed NBCC, which was a sick company with negative net-worth and salary back-log in 2001, into a blue-chip enterprise having Schedule 'A' and 'Miniratna' status bestowed upon it by the Government of India. The

stunning turnaround of the Company brought about by him had enabled NBCC's turnover grow about 10 times and net-worth over 500 times during his tenure of nine-and-a-half years at the helm, catapulting it into the distinguished league of 'Top Ten CPSEs'.

Shri Choudhury brings to NTPC the dynamism of a leader with proven abilities to achieve transformational changes. He seeks to position the Maharatna enterprise on course to become the largest and best power producer in the world. He has taken a number of initiatives to further strengthen NTPC as a world-class organization.

Shri Arup Roy Choudhury holds 3190 shares in NTPC Limited.

Pursuant to the provision of Article 41(iii) of the Articles of Association of the Company, Shri Arup Roy Choudhury shall be the non-retiring Director.

None of the Directors except Shri Arup Roy Choudhury is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri Arup Roy Choudhury, it would be in the interest of the Company to appoint him as the Chairman & Managing Director of the Company. The Board recommends the resolution for your approval.

Item No. 9

Shri S.P. Singh, was appointed as an Additional Director on the Board of NTPC, w.e.f 16.10.2010 by the President of India vide Notification No. 8/3/2009-TH.I [DHR] dated 16.10.2010 issued by Ministry of Power. In terms of the Companies Act, 1956, he holds office upto this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying intention to propose Shri S.P. Singh for the office of Director (Human Resources). Shri S.P. Singh, if appointed, will be liable to retire by rotation.

Shri S.P. Singh, aged 58 years, is a Graduate in Electrical Engineering from Jiwaji University, Gwalior. He joined NTPC in 1984 and worked for more than 25 years in the Engineering Department, looking after various functions of Plant Engineering related Quality Assurance & Inspection, Project Layout Engineering, Project Engineering, etc.

As Director (Human Resources), Shri Singh is responsible for the entire Human Resource function of the organisation. He is also responsible for the Power Management Institute of NTPC and other corporate functions such as Industrial Safety, Resettlement & Rehabilitation, Corporate Social Responsibility, Medical Services and Corporate Security & Coordination.

Shri S.P. Singh holds 10507 shares in NTPC Limited.

None of the Directors except Shri S.P. Singh is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri S.P. Singh, it would be in the interest of the Company to appoint him as Director (Human Resources) of the Company. The Board recommends the resolution for your approval.

Item No. 10

Shri N.N. Misra, was appointed as an Additional Director on the Board of NTPC, w.e.f 19.10.2010 by the President of India vide Notification No. 8/5/2009-TH.I [DO] dated 19.10.2010 issued by Ministry of Power. In terms of the Companies Act, 1956, he holds office upto this Annual General Meeting. The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying intention to propose Shri N.N. Misra for the office of Director (Operations). Shri N.N. Misra, if appointed, will be liable to retire by rotation.

Shri N.N. Misra, aged 56 years, is a Graduate in Electrical Engineering from Regional Engineering College, Rourkela. He joined NTPC in 1977. He has 33 years of experience in NTPC out of which 28 years were in the Design Department looking after the various functions of Electrical Design and Project Engineering.

Shri Misra was involved in selecting and successfully implementing the first 765 KV Sub-Station of India at Sipat. He has a rich and varied experience having worked as Executive Director of the NCR, Executive Director looking after Corporate Contracts & Materials, Executive Director looking after Human Resources and lastly as Executive Director looking after Operation Services.

Shri N.N. Misra holds 922 shares in NTPC Limited.

None of the Directors except Shri N.N. Misra is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri N.N. Misra, it would be in the interest of the Company to appoint him as Director (Operations) of the Company. 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-110003
Date : August 04, 2011

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AT THE 35TH AGM

Name	Shri I.J. Kapoor	Shri A.K. Sanwalka	Shri Kanwal Nath	Shri Adesh C. Jain
Date of Birth & Age	05.10.1956/ 55 years	21.05.1947/ 64 years	17.02.1947/ 64 years	01.08.1945/ 66 years
Date of Appointment	26.12.2008	30.01.2009	30.01.2009	30.01.2009
Qualifications	Graduate in Mechanical Engineering and Masters in Business Administration (Marketing)	M. Sc. (Engg.) from UK, I. Mech. (E), UK and AMIE (India) - Mech. & Prod.	M.Sc. (Physics) from University of Delhi and PG Diploma in Development Finance from the University of Birmingham, U.K.	B.Sc. (Mathematics), B.E. in Electrical Engineering from Indian Institute of Science and Masters in Engineering in Control Systems from Canada
Expertise in specific functional area	Shri Kapoor has rich and varied experience of over 32 years in the areas of Commercial, Engineering, Contracts & Materials Management, Consultancy, Cost Engineering, Project Services, Quality Assurance & Inspection and Power Station Management.	Shri Sanwalka has wide expertise in the areas of General Management & Administration, Transport Planning, Project Management & Coordination.	Shri Nath has over 37 years of experience in Indian Audit and Accounts Service. He has wide experience in the Audit of Organisations in Power, Telecommunication and Railway Sectors.	Shri Jain worked for six years in the fields of Artificial Intelligence and Super Computing in Canada. He pioneered the computerization movement in India. Besides IT, he has been associated with project/ program management since 1967 and was architect of Integrated Project Management System of the largest engineering company – BHEL. He has written numerous articles and is a sought after keynote speaker.
Directorship held in other companies	Part-time Chairman 1. National Power Exchange Limited 2. Aravali Power Company Private Limited 3. Energy Efficiency Services Limited Part-time Director 1. PTC (India) Limited 2. NTPC Vidyut Vyapar Nigam Limited 3. Meja Urja Nigam Private Limited 4. NTPC-BHEL Power Projects Private Limited	-	Part-time Director 1. BEML Limited	Chairman 1. Institute of Projects & Program Management Managing Director 1. COMTECH International Software Manufacture Private Limited Director 1. Project Management Certification Institute
Memberships/ Chairmanship of Committees across all Public Companies	-	Shareholders' Investors' Grievance Committee-Member - NTPC Limited	Audit Committee-Member - NTPC Limited Remuneration Committee-Member - NTPC Limited - BEML Limited	-