



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: info@ntpc.co.in

ATTENDANCE SLIP

38TH ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 27TH 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 38th Annual General Meeting of the Company held on Wednesday, 27th 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, 27th August, 2014 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 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		
Special Business			
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/Debtentures 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.

User-ID	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.
Password	Your Unique password is printed on the Proxy Form.
Captcha	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 with a copy marked to 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) 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.