

NTPC Limited

CIN: L40101DL1975GOI007966

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

Tel. no.: 011-24387333 Fax: 011-24361018

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

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Members of NTPC Limited will be held on Tuesday, 20th September, 2016 at 10.30 a.m. at Manekshaw Centre, Parade Road, New Delhi – 110 010 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2016, 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, 2016 and the report of the Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2015-16.
3. To appoint a Director in place of Shri S.C.Pandey (DIN: 03142319), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Kulamani Biswal (DIN: 03318539), who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix the remuneration of the Statutory Auditors.

SPECIAL BUSINESS:

6. To appoint Shri Gurdeep Singh (DIN: 00307037), as Chairman & Managing 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 Gurdeep Singh (DIN: 00307037), who was appointed as a Chairman & Managing Director, by the President of India vide Ministry of Power letter No.8/1/2016-Th-I dated 28th January, 2016 and subsequently appointed as an Additional Director and designated as Chairman & Managing Director by the Board of Directors with effect from 04th February, 2016 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 Gurdeep Singh (DIN: 00307037) as a candidate for the office of a director of the Company, be and is hereby appointed as Chairman & Managing Director of the Company, not liable to retire by rotation, on terms & Conditions as may be fixed by the Government of Indian”.
7. To appoint Shri Aniruddha Kumar (DIN: 07325440), 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 Aniruddha Kumar (DIN: 07325440), who was appointed as a Government Nominee Director, by the President of India vide Ministry of Power letter no. 19/2/2016-Th.I dated 23rd February, 2016 and subsequently appointed as an Part Time Director (Government Nominee) by the Board of Directors with effect from 25th February, 2016, 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 Aniruddha Kumar (DIN: 07325440) 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”.
8. To appoint Shri Rajesh Jain (DIN: 00103150), as Independent 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 there under, Shri Rajesh Jain (DIN: 00103150), who was appointed as Independent Director, by the President of India vide Ministry of Power letter no.08/06/2013-Th.I dated 16th November, 2015 and subsequently appointed as an Additional Director by the Board of Directors with effect from 18th November, 2015 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 Rajesh Jain (DIN: 00103150), as a candidate for the office of a director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, on terms & conditions determined by the Govt. of India”.



9. To appoint Dr. Gauri Trivedi (DIN: 06502788), as Independent 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, Dr. Gauri Trivedi (DIN: 06502788), who was appointed as Independent Director, by the President of India vide Ministry of Power letter no.08/06/2013-Th.I dated 16th November, 2015 and subsequently appointed as an Additional Director by the Board of Directors with effect from 18th November, 2015 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. Gauri Trivedi (DIN: 06502788), as a candidate for the office of a director of the Company, be and is hereby appointed as woman Independent Director of the Company, not liable to retire by rotation, on terms & conditions determined by the Govt. of India”.

10. To appoint Shri Seethapathy Chander (DIN: 02336635), as Independent 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 Seethapathy Chander (DIN: 02336635), who was appointed as Independent Director, by the President of India vide Ministry of Power letter no.08/06/2013-Th.I dated 13th June, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from 22nd June, 2016 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 Seethapathy Chander (DIN: 02336635), as a candidate for the office of a director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, on terms & conditions determined by the Govt. of India”.

11. To raise funds upto ₹ 15,000 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 23, 42, 71 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 Rs. 15,000 Crore in one or more tranches/ series not exceeding 30 (thirty), through private placement, in domestic market for capex, working capital and general corporate purpose, 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 2017-18 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”.

12. To ratify the remuneration of the Cost Auditors for the financial year 2016-17 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)], the Company hereby ratify the remuneration of ₹ 28,87,500/- (Rs. Twenty eight lacs eighty seven thousands five hundred only) as approved by the Board of Directors payable to 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 2016-17 as per detail 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, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

By order of the Board of Directors



(A.K. Rastogi)
Company Secretary

Place: New Delhi
Date: 3rd August, 2016



Notes:-

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business, 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 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 meeting through ballot papers.
6. Brief resume of the Directors seeking appointment or re-appointment, as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 Karyv 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 correspondence.
 - 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 29, 2016, had declared an interim dividend @ 16 % (₹ 1.60 per share) on the paid-up equity share capital of the company which was paid on February 15, 2016. 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 10, 2016 to September 20, 2016 (both days inclusive). The Board of Directors, in its Meeting held on May 30, 2016, 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, 2016 to the Members whose names appear on the Company's Register of Members on September 20, 2016 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, 2016.
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 2007-08 and interim dividend for the financial year 2008-09, before due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The



Ministry of Corporate Affairs (MCA) on 10th May, 2012 has notified the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 18, 2015 (date of last Annual General Meeting) on the website of the Company (www.ntpc.co.in) and also on the website of the Ministry of Corporate Affairs (<http://www.iepf.gov.in>).

11. Unclaimed final dividend for the financial year 2008-09 and Interim dividend for the financial year 2009-10 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 18th November, 2016 & 12th May 2017 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 Registrar & Transfer Agent (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 event stated in the Form. Those holding shares in physical form may 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 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 meeting, so that the information required can be made readily available at the meeting.
18. Annual listing fee for the year 2016-17 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2016-17 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 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 39th Annual General Meeting held on September 18, 2015, authorised the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2015-16. Accordingly, the Board of Directors has fixed audit fee of ₹ 1,40,00,000/- (Rupees one crore forty lac only) for the Statutory Auditors for the financial year 2015-16 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 2016-17 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 2016-17.
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.
22. 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 R&TA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. for the Company electronically.
23. Route map to the venue of the Annual General Meeting is enclosed.



EXPLANATORY STATEMENT

Item No. 6

Shri Gurdeep Singh (DIN: 00307037), was appointed as Chairman & Managing Director of the Company by the President of India vide letter No.8/1/2016-Th-I dated 28th January, 2016 issued by Ministry of Power for a period of five years and was accordingly appointed as an Additional Director w.e.f 4th February, 2016 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 Gurdeep Singh for the office of Chairman & Managing Director. Shri Gurdeep Singh, if appointed, shall not be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Gurdeep Singh as Chairman & Managing Director is to be determined by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorship, 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 Gurdeep 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 Aniruddha Kumar (DIN: 07325440) was appointed as Government Nominee Director of the Company by the President of India vide letter no. 19/2/2016-Th.I dated 23rd February, 2016 and was accordingly appointed as an Additional Director w.e.f 25th February, 2016 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 Act, signifying his intention to propose Shri Aniruddha Kumar for the office of Director (Government Nominee). Shri Aniruddha Kumar, if appointed, shall not be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorship, 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 Aniruddha 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

Shri Rajesh Jain (DIN: 00103150), was appointed as Non-Official part-time Director i.e. Independent Director of the Company by the President of India vide letter No.08/06/2013-Th-I dated 16th November, 2015 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director w.e.f 18th November, 2015 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 Shri Rajesh Jain for the office of Independent Director. Shri Rajesh Jain, if appointed, will not be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorship, Membership/Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice. Shri Rajesh Jain would bring with him immense experience to the Company in the areas of information technology, management and administration. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri Rajesh Jain as an Independent Director.

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

The Board recommends the resolution for your approval.

Item No. 9

Dr. Gauri Trivedi (DIN: 06502788), was appointed as Non-Official part-time Director i.e. Independent Director of the Company by the President of India vide letter No.08/06/2013-Th-I dated 16th November, 2015 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director w.e.f 18th November, 2016 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. Gauri Trivedi for the office of Independent Director. Dr. Gauri Trivedi, if appointed, will not be liable to retire by rotation.

Her brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorship, Membership/Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice. Dr. Gauri Trivedi has wide experience in the area of public administration & academics and she would bring with her varied experience to the Company in the areas of management and administration. Her association would be of immense benefit to the Company accordingly, it is proposed to appoint Dr. Gauri Trivedi as an Independent Director.

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

The Board recommends the resolution for your approval.

Item No. 10

Shri Seethapathy Chander (DIN: 02336635), was appointed as Non-Official part-time Director i.e. Independent Director of the Company by the President of India vide letter No.08/06/2013-Th-I dated 13th June, 2016 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director w.e.f 22nd June, 2016 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 Shri Seethapathy Chander for the office of Independent Director. Shri Seethapathy Chander, if appointed, will not be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other directorship, Membership/Chairmanship of Committees and other particulars are provided elsewhere which forms part of this notice. Shri Seethapathy Chander has started his career with NTPC and also served in ADB. He has extensive knowledge of energy sector. His association with NTPC would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri Seethapathy Chander as an Independent Director.

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

The Board recommends the resolution for your approval.

Item No. 11

The Company is the largest power producer in India with installed capacity of 40,012 MW (standalone) as on 31st March 2016. The projects of the Company (except solar) are to be financed 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 are raised by the Company under public issue route or through private placement basis.

In addition to capital expenditure requirement as explained above, Company also needs to borrow for meeting its working capital requirement and other general corporate purpose which is partly proposed to be met through issuance of non-convertible bonds.

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 ₹ 15,000 Crore in one or more tranches/ series not exceeding 30 (thirty), through private placement, in domestic market for capex, working capital and general corporate purposes 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 2017-18 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 29th July, 2016 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. 12

Based on recommendation of Audit Committee, the Board of Directors in its meeting held on 29th July, 2016 has approved the names of the six cost accountant firms for appointment as cost auditors. Total fee of ₹ 28,87,500/- is payable for cost audit for the Financial year 2016-17. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes/ levies shall 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 2016-17.

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

Place: New Delhi
Date: 3rd August, 2016



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

Name	Shri Gurdeep Singh	Shri S.C.Pandey	Shri K. Biswal	Shri Aniruddha Kumar	Shri Rajesh Jain	Dr. Gauri Trivedi	Shri Seethapathy Chander
Date of Birth & Age	07/07/1965 51 Years	20/08/1957 59 Years	09/04/1961 55 Years	31/08/1961 55 years	15/08/1967 49 Years	18/05/1960 56 Years	27/12/1954 61 Years
Date of Appointment	04/02/2016	01/10/2013	09/12/2013	25/02/2016	18/11/2015	18/11/2015	22/06/2016
Qualifications	Mechanical Engineer from NIT, Kurukshetra and Management Education Programme from IIM, Ahmedabad	B.E. in Instrumentation.	A fellow in Cost Accountancy, MBA from New Port University, California, USA; LLB from Sambalpur University and Diploma in Financial Management from IGNOU.	Graduation in Electrical Engineering with honors from Aligarh Muslim University and LL.B. from Delhi University.	Electrical Engineer from IIT, Mumbai and MS (Electrical Engineering) from Columbia University, New York.	M.A. (Political Science) from JNU, Delhi, M. Phil (Soviet Studies), JNU, Delhi, Doctorate in Philosophy from Institute of Social & Economic Change, Bangalore and Institute of Development Studies, Mysore and PGPPM from Indian Institute of Management (IIM), Bangalore.	B. Tech. (Electrical) from IIT, Delhi and Specialist Diploma in Business Management (Human Resources).
Expertise in specific functional area	He has over 28 years of experience in power generation sector. He started his career with NTPC Limited and has worked at various levels both in Indian and Multi-national Companies namely Powergen, CLP, IDFC, CESC and AES. He has wide ranging experience and entailing all aspects of power generation business. Prior to joining NTPC, Shri Singh was Managing Director, Gujarat State Electricity Corporation Limited.	He joined NTPC in November, 1978 as (3rd batch) Executive Trainee. He has about 37 years of comprehensive experience in management of large size power project in the areas of engineering, project construction and power plant operation and maintenance. He has a rich experience and exposure of entire life cycle from concept to commissioning of green field project.	He started his career with Coal India Limited in 1985. Then he moved to State Electricity Regulatory Commission - OERC where he witnessed major reforms in power sector including unbundling of SEBS. After SERC, he joined CERC in 2004. He joined as Director (Finance) of Mahanadi Coalfields Ltd. in Oct, 2010 and in Dec, 2013 he joined NTPC as Director (Finance). He has sound exposure of 31 years in the entire value chain of energy sector - coal, power and regulatory affairs.	He began his career with NTPC where he worked at Singrauli Thermal Power Station from 1984 to 1987. Thereafter, he joined Indian Revenue Service in 1987 and during his illustrious career of more than 30 years he has served in various key departments like Tax Policy Wing of Deptt. of Revenue, Ministry of Finance, various positions in Income Tax Department, Ministry of Urban Development (2005 to 2009), Ministry of Science and Technology (2009 to 2010) and Principal Commissioner of Income Tax in Agra. Before taking over the charge of Joint Secretary (Thermal), he was Joint Secretary (Hydro) in the Ministry of Power.	He worked as Member of Technical Staff at NYNEX, USA for 2 years before returning to India to pursue his entrepreneurial dreams in 1992. He is Founder - Managing Director of netCore Solutions Private Limited, India's leading provider of digital real-time communications and marketing solutions for enterprises via email and mobile.	She had held number of administrative posts in Karnataka including Assistant Commissioner, Joint Director (Commerce and Industry), Chief Secretary/ Director (Rural Development and Panchayati Raj), Deputy Commissioner (Excise), Joint Registrar of Cooperative Societies. She had also been General Manager (Handloom & Handicrafts Export Corporation), Director of Tea Promotion (WANA), Managing Director (HESCOM), a power distribution company, Managing Director (Karnataka State Food & Civil Supplies Corporation), Secretary to Government, Revenue Department, Govt. of Karnataka and Secretary to the Governor of Karnataka. She had been guest faculty in a number of reputed institutes teaching governance, public policy, rural planning and management.	He started his career as Executive Trainee, NTPC in February 1977 (first batch best trainee), and worked in transmission systems. He had served Asian Development Bank from 8th July 1992 to 6th April 2015 and had been advising in energy policy, planning, portfolio management, investments, ICT - Infrastructure Development, ADB's longterm strategy, private sector operations, public private partnership etc. He is currently a Senior Advisor to the President of the Asian Infrastructure Investment Bank and an honorary Senior Advisor to the Secretary General, World Energy Council.
Directorship held in other companies	1.NTPC Vidyut Vyapar Nigam Limited - Part Time Chairman 2.NTPC Electric Supply Co. Limited - - Part Time Chairman 3.NTPC- BHEL Power Projects (P) Ltd. -Part Time Chairman 4. North Eastern Electric Power Corporation Limited - Chairman & Managing Director (Additional Charge)	1. Bhartiya Rail Bijlee Company Limited Part-Time Chairman 2.Nabinagar Power Generating Co. (P) Ltd.- Part Time Chairman 3.Hindustan Urvarak & Rasayan Limited - Vice Chairman 4. Meja Urja Nigam Private Limited Part-Time Director 5. Bangladesh- India Friendship Power Company Private Limited*- Part Time Director 6. Trincomalee Power Company Limited*- Part Time Director 7. NTPC BHEL Power Projects Private Limited -Part Time Director 8. BF-NTPC Energy Systems Limited - Part -Time Director	1. Meja Urja Nigam Private Limited - Part-Time Chairman 2.NTPC Tamil Nadu Energy Co. Ltd. -Part Time Chairman 3. NTPC Vidyut Vyapar Nigam Limited -Part Time Director 4. NTPC Electric Supply Co. Limited - - Part Time Director 5. Bangladesh- India Friendship Power Company Private Limited*- Part Time Director 6. PTC India Limited -Part Time Director 7. Patratu Vidyut Utpadan Nigam Limited -Part Time Director	1. Damodar valley Corporation - Govt. Nominee Director	1. Netcore Solutions Private Limited - Managing Director 2. C M Jain Impex And Investments Private Limited-Part Time Director 3. Emergic Venture Capital Private Limited- Part- Time Director 4. Seraja Technologies Private Limited- Part- Time Director 5. Greynium Information Technologies Private Limited-Part-Time Director 6. Give Foundation - Director 7. Ravience Digital Private Limited-Part-Time Director 8. NITI Digital Private Limited -Part- Time Director 9. TRANSFORMITI Research Solutions Private Limited-Part-Time Director 10. NetCore Skill Development Foundation -Director 11. Bluekraft Digital Foundation-Director	1. Cue Strategic Inputs Private Limited- Part- Time Director 2. Denis Chem Lab Limited -Part-Time Director 3. Bajaj Energy Limited-Part-Time Director	1. Tata Power Trading Company Limited - Director 2. Tata Power Solar Systems Limited - Director



Name	Shri Gurdeep Singh	Shri S.C.Pandey	Shri K. Biswal	Shri Aniruddha Kumar	Shri Rajesh Jain	Dr. Gauri Trivedi	Shri Seethapathy Chander
Memberships/ Chairmanships of Committees across all Public Companies*. Held as on 03.08.2016	NIL	Audit Committee: 1. Bhartiya Rail Bijlee Company Limited – Chairman 2. Bangladesh- India Friendship Power Company Private Limited* - Part Time Member	Audit Committee: 1. Bangladesh- India Friendship Power Company Private Limited* –Chairman 2. NTPC Vidyut Vyapar Nigam Limited -Member Stakeholders' Relationship Committee: 1. NTPC Limited	NIL	Audit Committee: 1. NTPC Limited –Member Stakeholders' Relationship Committee: 1. NTPC Limited –Member	Audit Committee: 1. NTPC Limited –Member Stakeholders' Relationship Committee: 1. NTPC Limited -Member	Audit Committee: 1. NTPC Limited – Member 2. Tata Power Trading Company Limited - Chairman 3. Tata Power Solar Systems Limited - Chairman
No. of Shares held in NTPC Limited as on 03.08.2016	1725	4725	1725	214	NIL	900	NIL
Attendent in Board Meetings till 31.03.2016	No. of Meeting during his tenure=2 No. of Meetings attended =2	No. of Meeting during his tenure =13 No. of Meetings attended =13	No. of Meeting during his tenure =13 No. of Meetings attended =13	No. of Meeting during his tenure =2 No. of Meetings attended =2	No. of Meeting during his tenure=5 No. of Meetings attended =5	No. of Meeting during her tenure =5 No. of Meetings attended =3	No. of Meeting during his tenure=NIL No. of Meetings attended = NIL

Foreign Companies.

*In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, membership of the Audit Committee and Stakeholders' Relationship Committee have only been taken into consideration.

