

NOTICE

NOTICE is hereby given that **Thirty Sixth Annual General Meeting** of the members of **NTPC Limited** will be held on **Tuesday, September 18, 2012 at 10.30 a.m.** at Air Force Auditorium, Subroto Park, New Delhi – 110 010, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and Statement of Profit & Loss 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 2011-12.
3. To appoint a Director in place of Shri B.P. Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S.P. Singh, who retires by rotation and being eligible, offers himself for re-appointment.
5. To fix the remuneration of the Auditors.

SPECIAL BUSINESSES:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Resolved that pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 or any amendment, modification or supersession thereof, the Articles of Association of the Company be and is hereby amended by appending new Article 23A after Article 23 and Article 41A after Article 41 to the existing Articles as per details given below:

Article 23A	Notwithstanding anything contained in these Articles and in pursuance of Section 77A, 77AA and 77B of the Act, the Company, may buy-back its own shares or other specified securities as the Board of Directors may consider appropriate subject to such approvals and sanctions as may be necessary and subject to such limits, restrictions, terms and conditions, etc as may be required under the provisions of the Act/ Regulations/ Rules applicable from time to time including the amendment(s), if any, thereto.	Buy Back of Shares
Article 41A	Subject to the provisions of Section 260 and 264 of the Act, the Board shall have power, at any time and from time to time to appoint a person appointed by the President of India as an additional director on the Board, but such that the total number of directors shall not at any time exceed the maximum number fixed by articles. Any director so appointed shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for re-appointment.	Additional Directors

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“Resolved that Dr. M. Govinda Rao, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2011-TH.I (Pt.) dated 26.08.2011 w.e.f 26.08.2011 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 20.09.2011 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 a Director of the Company, liable to retire by rotation.”
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

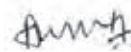
“Resolved that Shri S.B. Ghosh Dastidar, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2011-TH.I (Pt.) dated 26.08.2011 w.e.f 26.08.2011 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 20.09.2011 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 a Director of the Company, liable to retire by rotation.”
9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“Resolved that Shri R.S. Sahoo, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2011-TH.I (Pt.) dated 26.08.2011 w.e.f. 26.08.2011 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 20.09.2011 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 a Director 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 Ajit M. Nimbalkar, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 20.01.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 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 a Director of the Company, liable to retire by rotation.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 “Resolved that Shri S.R. Upadhyay, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 20.01.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 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 a Director of the Company, liable to retire by rotation.”
12. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 “Resolved that Ms. Homai. A. Daruwalla, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 28.02.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 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 a Director of the Company, liable to retire by rotation.”
13. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 “Resolved that Shri Anol Nath Chatterji, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 28.02.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 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 a Director of the Company, liable to retire by rotation.”
14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 “Resolved that Prof. Sushil Khanna, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 28.02.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 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 a Director of the Company, liable to retire by rotation.”
15. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
 “Resolved that Shri A.K. Jha, who was appointed as an Additional Director and designated as Director (Technical) of the Company w.e.f. 01.07.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/2/2011-Th-1 dated 10.04.2012 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 a Director 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: 3rd August 2012

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.**
2. 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.
3. In terms of Article 41 of the Articles of Association of the Company read with Section 256 of the Companies Act, 1956, Shri B.P. Singh and Shri S.P. Singh, Directors retire by rotation at the ensuing Meeting and being eligible, offers themselves for re-appointment.
4. 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.
5. The relevant explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Special Businesses, as set out above is annexed hereto.
6. 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 Kavy 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, brief cases, eatables and other belongings are not allowed inside the Auditorium.**
 - viii) note that no gifts/coupons will be distributed at the Annual General Meeting.
7. The Board of Directors, in its meeting held on January 27, 2012 had declared an interim dividend @ 35% (₹ 3.50 per share) on the paid-up equity share capital of the company which was paid on February 9, 2012. 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 8, 2012 to September 18, 2012 (both days inclusive). The Board of Directors, in its Meeting held on May 10, 2012, has recommended a final dividend @ 5% (₹ 0.50 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 25, 2012 to the Members whose names appear on the Company's Register of Members on September 18, 2012 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 7, 2012.
9. 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 (IEPF) of the Central Government. Therefore, Members are advised to encash their Dividend warrants immediately on receipt.
- Members who have not encashed their Dividend Warrant(s) may approach the RTA/ Company for issuance of demand draft(s) upon completion of necessary formalities for the same in lieu of such warrant(s). Unclaimed/unpaid final dividend for the financial year 2004-05, which is due for transfer to IEPF, should be claimed by the members before September 26, 2012. After that date, no claim shall lie against the IEPF/ Company, in respect of the said amount.
- The first dividend declared by the Company, after IPO, being the interim dividend for the financial year 2004-05 was paid on 10.03.2005. The seven years period for the above dividend had ended on 09.03.2012 and the unclaimed/ unpaid dividend amount has been transferred to IEPF.
- The details of the shareholders who have not claimed/ encashed their dividend warrants till the last Annual General Meeting and subsequent due dates of transfer of unclaimed/ unpaid dividend to IEPF for the respective financial years shall be uploaded on NTPC Website under Investors Section at www.ntpc.co.in.
10. 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 from and send the ECS mandate form to RTA of the Company. Those holding shares in Electronic Form may obtain from and send the ECS mandate form directly to their 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 RTA of the Company to enable them to print these details on the dividend warrants.
11. 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.
12. 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.
13. Members, holding shares in physical form, 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. Those holding shares in physical form may obtain from and send Form-2B 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.
14. 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.

15. 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, GM (I/c-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 2012-13 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 35th Annual General Meeting held on September 20, 2011, authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2011-12. Accordingly, the Board of Directors has fixed audit fee of ₹ 90,00,000/- for the Statutory Auditors for the financial year 2011-12 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2012-13 have been re-appointed by C&AG through letter dated 25.07.2012. 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.
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. 6

- (i) Department of Public Enterprises (DPE), Ministry of Heavy Industries & Public Enterprises, Government of India through Office Memorandum No. F.No. DPE/14(24)/2011-Fin dated 26.03.2012 has informed that CPSEs must provide option for buy back of their shares for sustained investor interest in the company and protect their market capitalisation in the long term interest of the company's ability to raise funds from the market. Further, in order to provide a level playing field to CPSEs vis-à-vis private companies, CPSEs are required to amend their Articles of Association to provide for buy-back of shares, if such provision does not exist in their Articles.

Existing Articles of Association (AOA) of NTPC Limited does not contain any provision relating to buy-back of shares of the Company. In order to comply with the above Office Memorandum of DPE, the Company proposes to amend its Articles of Association by appending new Article 23A after Article 23 providing for buy-back of shares.

- (ii) Pursuant to Section 260 of the Companies Act, 1956, the Board has powers to appoint the additional directors.

Existing Articles of Association (AOA) of NTPC Limited does not contain any provision relating to appointment of additional directors as provided under Section 260 of the Companies Act, 1956. Accordingly, it is proposed to amend Articles of Association by appending new Article 41A after Article 41 providing for appointment of additional directors.

None of the Directors is interested or concerned in the resolution.

The Board of Directors of your Company, in its Meeting held on 27.07.2012, has approved the above amendments to the Articles of Association, subject to the approval of the members.

The Directors commend the special resolution at Item No. 6 for approval of the Members.

Item No. 7

Dr. M. Govinda Rao was re-appointed by the President of India vide Notification No. 8/6/2011-TH.I (Pt.) dated 26.08.2011 issued by Ministry of Power for a period of three years after his earlier tenure of three years ended on 25.08.2011 and was accordingly appointed as an Additional Director on the Board w.e.f 26.08.2011. However, before his appointment, the Notice of 35th AGM scheduled for 20.09.2011 was already printed and dispatched, therefore, his tenure as Additional Director could not be regularized. Thus, his tenure as Additional Director expired on 20.09.2011. Dr. M. Govinda Rao was further appointed by the Board, as an Additional Director w.e.f. 20.09.2011, 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 Dr. M. Govinda Rao for the office of Non-Official Part-time Director (Independent Director). Dr. M. Govinda Rao, if appointed, will 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 the Annual Report.

Dr. M. Govinda Rao holds NIL shares in NTPC Limited and his Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/Membership
1.	NTPC Limited	Audit Committee (Member)
2.	Rural Electrification Corporation Limited	Audit Committee (Chairman)

None of the Directors except Dr. M. Govinda Rao is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 8

Shri S.B. Ghosh Dastidar was appointed by the President of India vide Notification No. 8/6/2011-TH.I (Pt.) dated 26.08.2011 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 26.08.2011. However, before his appointment, the Notice of 35th AGM scheduled for 20.09.2011 was already printed and dispatched, therefore, his tenure as Additional Director could not be regularized. Thus, his tenure as Additional Director expired on 20.09.2011. Shri S.B. Ghosh Dastidar was further appointed by the Board, as an Additional Director w.e.f. 20.09.2011, 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 S.B. Ghosh Dastidar for the office of Non-Official Part-time Director (Independent Director). Shri S.B. Ghosh Dastidar, if appointed, will 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 the Annual Report.

Shri S.B. Ghosh Dastidar holds NIL shares in NTPC Limited and his Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	Audit Committee (Chairman)
2.	Bharat Coking Coal Limited	Audit Committee (Member)

None of the Directors except Shri S.B. Ghosh Dastidar is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 9

Shri R.S. Sahoo was appointed by the President of India vide Notification No. 8/6/2011-TH.I (Pt.) dated 26.08.2011 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 26.08.2011. However, before his appointment, the Notice of 35th AGM scheduled for 20.09.2011 was already printed and dispatched, therefore, his tenure as Additional Director could not be regularized. Thus, his tenure as Additional Director expired on 20.09.2011. Shri R.S. Sahoo was further appointed by the Board, as an Additional Director w.e.f. 20.09.2011, 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 R.S. Sahoo for the office of Non-Official Part-time Director (Independent Director). Shri R.S. Sahoo, if appointed, will 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 the Annual Report.

Shri R.S. Sahoo holds NIL shares in NTPC Limited and his Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	Audit Committee (Member)
2.	Hindustan Zinc Limited	NIL
3.	THDC India Limited	
4.	Bank of Baroda	

None of the Directors except Shri R.S. Sahoo is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 10

Shri Ajit M. Nimbalkar was appointed by the President of India vide Notification No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 20.01.2012. 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 Ajit M. Nimbalkar for the office of Non-Official Part-time Director (Independent Director). Shri Ajit M. Nimbalkar, if appointed, will 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 the Annual Report.

Shri Ajit M. Nimbalkar holds 614 shares in NTPC Limited and is not a Director in any other Company and not a chairman/ member of Committee(s)* in any of the Company.

None of the Directors except Shri Ajit M. Nimbalkar is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 11

Shri S.R. Upadhyay was appointed by the President of India vide Notification No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 20.01.2012. 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.R. Upadhyay for the office of Non-Official Part-time Director (Independent Director). Shri S.R. Upadhyay, if appointed, will 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 the Annual Report.

Shri S.R. Upadhyay holds NIL shares in NTPC Limited and holds the Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	NIL
2.	Northern Coalfields Limited	

None of the Directors except Shri S.R. Upadhyay is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 12

Ms. Homai A. Daruwalla was appointed by the President of India vide Notification No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 28.02.2012. In terms of the Companies Act, 1956, she 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 Ms. Homai A. Daruwalla for the office of Non-Official Part-time Director (Independent Director). Ms. Homai A. Daruwalla, if appointed, will be liable to retire by rotation.

Her brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of the Annual Report.

Ms. Homai A. Daruwalla holds 140 shares in NTPC Limited and her Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	- Audit Committee (Member) - Shareholders'/ Investors' Grievance Committee (Member)
2.	India Infoline Asset Management Co.	NIL
3.	Gammon Infrastructure Projects Limited	
4.	Jaiprakash Associates Limited	

None of the Directors except Ms. Homai A. Daruwalla is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 13

Shri Anol Nath Chatterji was appointed by the President of India vide Notification No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 28.02.2012. 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 Anol Nath Chatterji for the office of Non-Official Part-time Director (Independent Director). Shri Anol Nath Chatterji, if appointed, will 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 the Annual Report.

Shri Anol Nath Chatterji holds NIL shares in NTPC Limited and his Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	Audit Committee (Member)

None of the Directors except Shri Anol Nath Chatterji is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 14

Prof. Sushil Khanna was appointed by the President of India vide Notification No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director on the Board w.e.f 28.02.2012. 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 Prof. Sushil Khanna for the office of Non-Official Part-time Director (Independent Director). Prof. Sushil Khanna, if appointed, will 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 the Annual Report.

Prof. Sushil Khanna holds NIL shares in NTPC Limited and his Directorship and chairmanship/membership of Committee(s)* in the Companies are as under:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	NIL
2.	Oil India Limited	
3.	Shipping Corporation of India Limited	
4.	Nicco Ventures Limited	
5.	The Information Company	

None of the Directors except Prof. Sushil Khanna is interested or concerned in the resolution. The Board recommends the resolution for your approval.

Item No. 15

Shri A.K. Jha was appointed by the President of India vide Notification No. 8/2/2011-Th-1 dated 10.04.2012 issued by Ministry of Power for a period of five years and was accordingly appointed as an Additional Director on the Board w.e.f 01.07.2012. 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 A.K. Jha for the office of Director (Technical). Shri A.K. Jha, if appointed, will be liable to retire by rotation.

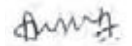
His brief resume, inter-alia, giving nature of expertise in specific functional area are provided elsewhere which forms part of the Annual Report.

Shri A.K. Jha holds NIL shares in NTPC Limited and his Directorship and chairmanship/membership of Committee(s)* of the following Companies:

S. No.	Directorship	Chairmanship/ Membership
1.	NTPC Limited	NIL
2.	NTPC ALSTOM Power Services Private Limited	
3.	PAN-Asian Renewables Private Limited	
4.	Anushakti Vidhyut Nigam Limited	
5.	Transformers and Electricals Kerala Limited	
6.	NTPC Hydro Limited	Audit Committee (Member)

None of the Directors except Shri A.K. Jha is interested or concerned 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-110003
Date : 3rd August 2012

* In line with Clause 49 of Listing Agreement, only the Audit Committee and Shareholders'/ Investors' Grievance Committee have been taken into consideration in reckoning the number of committee memberships of Directors as Chairman and as Member.

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION
Directors seeking re-election at the 36th AGM

Name	Shri B.P. Singh	Shri S.P. Singh
Date of Birth & Age	25.09.1953/ 59 years	12.02.1953/ 59 years
Date of Appointment	01.08.2009	16.10.2010
Qualifications	Graduate in Mining Engineering from ISM, Dhanbad	Graduate in Electrical Engineering from Madhav Institute of Technology and Science, JIWAJI University, Gwalior
Expertise in specific functional area	He has over 38 years rich and vast experience both in coal as well as power sector. He has worked in various capacities in the areas of Fuel Management, Coal Mining & Coal Washery. He played the pivotal role in formulation of NTPC's overall strategy for fuel security and has been instrumental in acquisition and development of fuel assets etc.	Shri Singh is having more than 37 years of experience looking after various functions of Plant Engineering related Quality Assurance & Inspection, Project Layout Engineering, Project Engineering etc. He 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.
Directorship held in other companies	Part-Time Chairman 1. Bhartiya Rail Bijlee Company Limited Part-Time Director 1. NTPC Hydro Limited 2. BF-NTPC Energy Systems Limited 3. Tricomalee Power Company Limited 4. International Coal Ventures Private Limited	Part-Time Chairman 1. KINESCO Power and Utilities Private Limited Part-Time Director 1. Transformers and Electricals Kerala Limited 2. NTPC Vidyut Vyapar Nigam Limited 3. NTPC Electric Supply Company Limited 4. Trincomalee Power Company Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee Chairman 1. Bhartiya Rail Bijlee Company Limited Member 1. NTPC Hydro Limited	Audit Committee Member 1. NTPC Vidyut Vyapar Nigam Limited Shareholders'/ Investors' Grievance Committee Member 1. NTPC Limited
No. of Shares held in NTPC Limited	2,765	10,507

* In line with Clause 49 of Listing Agreement, only the Audit Committee and Shareholders'/ Investors' Grievance Committee have been taken into consideration in reckoning the number of committee memberships of Directors as Chairman and as Member.