

## NOTICE

NOTICE is hereby given that **Thirty Seventh Annual General Meeting** of the members of **NTPC Limited** will be held on **Tuesday, September 17, 2013 at 10.30 a.m.** at Manekshaw Centre, Parade Road, New Delhi – 110 010, to transact the following businesses:

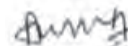
### ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 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 and special dividend for the year 2012-13.
3. To appoint a Director in place of Shri A.K. Singhal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri N.N. Misra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri S.B. Ghosh Dastidar, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Shri R.S. Sahoo, who retires by rotation and being eligible, offers himself for re-appointment.
7. To fix the remuneration of the Auditors.

### SPECIAL BUSINESSES:

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:  
 "Resolved that Dr. A. Didar Singh, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2010-TH.I (Vol.I) dated 21.08.2013 w.e.f 23.08.2013 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 18.09.2012 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 U.P. Pani, who was appointed as an Additional Director and designated as Director (Human Resources) of the Company w.e.f. 01.03.2013, under Section 260 of the Companies Act, 1956 and Article 41A of the Articles of Association of the Company, by the President of India vide letter no. 8/1/2012-Th-I (DHR) dated 03.01.2013 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 Prashant Mehta, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 30.07.2013, under Section 260 of the Companies Act, 1956 and Article 41A of the Articles of Association of the Company, by the President of India vide letter no. 8/6/2013-Th-I dated 12.07.2013 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, 7 Institutional Area,  
Lodi Road, New Delhi-110003

Date: 2<sup>nd</sup> August 2013

**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 A.K. Singhal, Shri N.N. Misra, Shri S.B. Ghosh Dastidar and Shri R.S. Sahoo, 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 Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
  - v) note that in case of **joint holders** attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - vi) quote their Folio / Client ID & DP ID Nos. in all correspondence.
  - vii) **note that due to strict security reasons mobile phones, 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 February 26, 2013, had declared an interim dividend @ 37.5% (₹ 3.75 per share) on the paid-up equity share capital of the company which was paid on March 12, 2013. 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 7, 2013 to September 17, 2013 (both days inclusive). The Board of Directors, in its Meeting held on May 10, 2013, has recommended a final dividend @ 7.5% (₹ 0.75 per share) and a special dividend @ 12.5% (₹ 1.25 per share) on the paid-up equity share capital of the Company. The final dividend and special 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 27, 2013 to the Members whose names appear on the Company's Register of Members on September 17, 2013 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 6, 2013.
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 2005-06, which is due for transfer to IEPF, should be claimed by the members before September 22, 2013. After that date, no claim shall lie against the IEPF/ Company, in respect of the said amount.  
 The final dividend for the financial year 2004-05 and interim dividend for the financial year 2005-06 were paid on 27.09.2005 and 27.02.2006 respectively. The seven years period for the above dividend had ended on 26.09.2012 and 26.02.2013 respectively and the unclaimed/ unpaid dividend amounts have 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 have been uploaded on NTPC Website under Investors Section at [www.ntpc.co.in](http://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 along with 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, 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 2013-14 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2013-14 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited before April 30, 2013.
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 36<sup>th</sup> Annual General Meeting held on September 18, 2012, authorised the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2012-13. Accordingly, the Board of Directors has fixed audit fee of ₹ 96,75,000/- for the Statutory Auditors for the financial year 2012-13 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The present Statutory Auditors of the Company have been re-appointed for the year 2013-14 by C&AG through their letter dated 30.07.2013. 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 2013-14.
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. 8

Dr. A. Didar Singh was appointed by the President of India vide Notification No. 8/6/2010-Th.I (Vol.I) dated 21.08.2012 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director (Non-Official Part-time Director) on the Board w.e.f 23.08.2012. However, before his appointment, the Notice of 36<sup>th</sup> AGM scheduled for 18.09.2012 was already printed and dispatched, therefore, his tenure as Additional Director (Non-Official Part-time Director) could not be regularized. Thus, his tenure as Additional Director expired on 18.09.2012. Dr. A. Didar Singh was again appointed by the Board as an Additional Director w.e.f. 18.09.2012, 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. A. Didar Singh for the office of Non-Official Part-time Director (Independent Director). Dr. A. Didar Singh, 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. A. Didar Singh holds 426 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.	Jammu & Kashmir State Overseas Employment Corporation Limited	
3.	Secretary General FICCI (Section 25 Company)	

None of the Directors except Dr. A. Didar Singh is interested or concerned in the resolution. The Board recommends the resolution for your approval.

#### Item No. 9

Shri U.P. Pani was appointed by the President of India vide Notification No. 8/1/2012-Th-I (DHR) dated 03.01.2013 issued by Ministry of Power and was accordingly appointed as an Additional Director on the Board w.e.f 01.03.2013 and designated as Director (Human Resources). 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 U.P. Pani for the office of Director (Human Resources). Shri U.P. Pani, 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 U.P. Pani holds 922 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	Shareholders'/ Investors' Grievance Committee
2.	Trincomalee Power Company Limited	NIL
3.	NTPC Vidyut Vyapar Nigam Limited	
4.	NTPC Electric Supply Company Limited	
5.	Transformers And Electricals Kerala Limited	

None of the Directors except Shri U.P. Pani is interested or concerned in the resolution. The Board recommends the resolution for your approval.

#### Item No. 10

Shri Prashant Mehta was appointed by the President of India vide Notification No. 8/6/2013-Th-I dated 12.07.2013 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director (Non-official Part-time Director) on the Board w.e.f 30.07.2013. 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 Prashant Mehta for the office of Non-Official Part-time Director (Independent Director). Shri Prashant Mehta, 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 Prashant Mehta holds NIL shares in NTPC Limited and he is not a Director in any other Company and not a Chairman/Member of any Committee(s)\* in any of the Company.

None of the Directors except Shri Prashant Mehta 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, 7 Institutional Area,  
Lodi Road, New Delhi-110003

Date: 2<sup>nd</sup> August 2013

\* 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 37<sup>th</sup> AGM

Name	Shri A.K. Singhal	Shri N.N. Misra	Shri S.B. Ghosh Dastidar	Shri R.S. Sahoo
<b>Date of Birth &amp; Age</b>	10.01.1954/ 59 years	29.10.1954/ 59 years	01.04.1947/ 66 years	01.07.1969/ 51 years
<b>Date of Appointment</b>	01.08.2005	19.10.2010	26.08.2011	26.08.2011
<b>Qualifications</b>	<b>Chartered Accountant</b>	<b>Bachelor in Engineering (Electrical)</b>	<b>Bachelor in Engineering (Mechanical)</b>	<b>Chartered Accountant</b>
<b>Expertise in specific functional area</b>	He has rich and varied experience of over 37 years in Corporate Finance Management, financial resource mobilization from domestic & global sources, optimum utilization of funds, budgetary controls, internal control systems and investment decisions.	Shri Misra has experience of 35 years in NTPC in various departments including 28 years in the Design Department looking after the various functions of Electrical Design, Project Engineering, Corporate Contracts & Materials, Operation Services and overall management of the projects and regions.	Shri Dastidar had distinguished and illustrious career of almost four decades in Railways. His areas of experience included planning, human resource development, marketing, project management, operations, finance and industrial relationship.  He was awarded "Padam Shri" by Government of India for his outstanding contribution in Indian Railways.	He has rich and varied experience in finance, accounts and legal. He is an Independent Trustee of Odisha Urban Infrastructure Development Fund (OUIDF) appointed by Govt. of Odisha. He is a member of Fee Structure Committee for Professional Educational Institutions of Odisha appointed as per the direction of Supreme Court of India chaired by a Retd. High Court Judge since 2007.
<b>Directorship held in other companies</b>	<b>Part-Time Chairman</b> 1. Meja Urja Nigam Private Limited  <b>Part-Time Director</b> 1. NTPC Electric Supply Company Limited 2. NTPC Vidyut Vyapar Nigam Limited 3. NTPC Hydro Limited 4. NTPC Tamilnadu Energy Company Limited 5. Kanti Bijlee Utpadan Nigam Limited 6. Anushakti Vidhyut Nigam Limited	<b>Part-Time Chairman</b> 1. NTPC-SAIL Power Company Private Limited  <b>Part-Time Director</b> 1. NTPC Electric Supply Company Limited 2. NTPC Vidyut Vyapar Nigam Limited 3. Kanti Bijlee Utpadan Nigam Limited 4. BF-NTPC Energy Systems Limited  <b>Independent Director</b> 1. West Bengal Power Development Corporation Limited  <b>Special Invitee</b> 1. Damodar Valley Corporation  <b>Permanent Invitee</b> 1. Northern Coalfields Limited	<b>Independent Director</b> 1. Bharat Coking Coal Limited	<b>Independent Director</b> 1. Hindustan Zinc Limited 2. THDC India Limited 3. Bank of Baroda
<b>Memberships/ Chairmanship of Committees across all Public Companies*</b>	<b>Audit Committee Chairman</b> 1. NTPC Hydro Limited 2. Kanti Bijlee Utpadan Nigam Limited 3. NTPC Vidyut Vyapar Nigam Limited 4. NTPC Tamilnadu Energy Company Limited  <b>Shareholders'/ Investors' Grievance Committee Member</b> 1. NTPC Limited	<b>Audit Committee Member</b> 1. NTPC Vidyut Vyapar Nigam Limited 2. Kanti Bijlee Utpadan Nigam Limited 3. BF-NTPC Energy Systems Limited 4. West Bengal Power Development Corporation Limited	<b>Audit Committee Chairman</b> 1. NTPC Limited	<b>Audit Committee Member</b> 1. NTPC Limited
<b>No. of Shares held in NTPC Limited</b>	10,329	922	-	-

\* 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.