NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the Members of NTPC Limited will be held on Wednesday, 20th September, 2017 at 10.30 a.m. at Manekshaw Centre, Parade Road, New Delhi – 110 010 to transact the following businesses:

ORDINARY BUSINESS:
1. To consider and adopt:
   (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2017, 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 31st March 2017 and the report of the Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2016-17.
3. To appoint a Director in place of Shri K.K. Sharma (DIN: 03014947), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors for the year 2017-18.

SPECIAL BUSINESS:
5. To appoint Shri Saptarshi Roy (DIN: 03584600), as Director (Human Resources) of the Company and in this regard to consider and if thought fit, to pass 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 Saptarshi Roy (DIN: 03584600), who was appointed as Director (Human Resources), by the President of India vide Ministry of Power letter No. 8/2/2006-Th-I dated 8th August, 2016 and subsequently appointed as an Additional Director and designated as Director (Human Resources) by the Board of Directors with effect from 1st November, 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 Saptarshi Roy as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Human Resources) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

6. To appoint Shri Anand Kumar Gupta (DIN: 07269906), as Director (Commercial) of the Company and in this regard to consider and if thought fit, to pass 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 Anand Kumar Gupta (DIN: 07269906), who was appointed as Director (Commercial), by the President of India vide Ministry of Power letter No. 8/3/2006-Th-I dated 3rd February, 2017 and subsequently appointed as an Additional Director and designated as Director (Commercial) by the Board of Directors with effect from 3rd February, 2017 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 Anand Kumar Gupta as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Commercial) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

7. To ratify the remuneration of the Cost Auditors for the financial year 2017-18 and in this regard to consider and if thought fit, to pass 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 ratifies the remuneration of ₹ 31,01,250/- (Rupees Thirty One Lacs One Thousand Two Hundred and Fifty only) as approved by the Board of Directors payable to Cost Auditors to be appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18 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.

8. 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 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 (9) 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 ₹ 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 2018-19 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.

9. To amend Articles of Association of the Company with a view to insert provision regarding Consolidation and re-issuance of debt Securities and in this regard to consider and if thought fit, to pass following resolution as a Special Resolution:

Resolved that pursuant to Section 14 of the Companies Act, 2013, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any other applicable statutory provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Articles of Association by inserting Article 7A after Article 7 to be read as under:

**Article 7A: Consolidation and re-issuance of debt Securities**

Subject to the requirements of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and any other requirement of any regulatory authority, the Company shall, as and when required, carry-out consolidation and re-issuance of non convertible debt Securities issued on Private Placement basis.

Resolved further that the Board be and is hereby authorised to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.*

By order of the Board of Directors

(K.P.Gupta)

Company Secretary

Place: New Delhi
Date: 4th August, 2017
Notes:-

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, 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, 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 at Annual General Meeting (AGM), 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 Karvy 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 February 8, 2017, had declared an interim dividend @ 26.10% (₹ 2.61 per share) on the paid-up equity share capital of the company which was paid on February 29, 2017. 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. The Board of Directors, in its Meeting held on May 29, 2017, has recommended a final dividend @ 21.7% (₹ 2.17 per share) on the paid-up equity share capital of the company.
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 9, 2017 to September 20, 2017 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of Section 91 of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on September 29, 2017 to the Members whose names appear on the Company's Register of Members on September 20, 2017 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, 2017.

10. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed final dividend for the financial year 2008-09 and interim dividend for the financial year 2009-10, on or before due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. 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 20, 2016 (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 2009-10 and Interim dividend for the financial year 2010-11 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 23rd November, 2017 and 1st April, 2018 respectively pursuant to the provisions of Section 124 of the Companies Act, 2013.

12. Attention of the members is drawn to the provisions of Section 194(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: http://www.ntpc.co.in/en/investors/miscellaneous-download to ascertain details of unclaimed shares liable for transfer in the name of IEPF Authority in due course.

13. 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.

14. 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.

15. 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.

16. Members, holding shares in physical form, may avail 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. Persons 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.

17. 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.

18. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to Shri K. R. Gupta, Company Secretary 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.
19. Annual listing fee for the year 2017-18 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2017-18 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

20. 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 pursuance 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 40th Annual General Meeting held on September 20, 2016, had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2016-17. Accordingly, the Board of Directors has fixed audit fee of ₹ 1,65,20,000/- (Rupees One Crore Sixty Five Lakh Twenty Thousand only) for the Statutory Auditors for the financial year 2016-17 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 2017-18 have been appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2017-18.

21. None of the Directors of the Company is in any way related with each other.

22. 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.

23. 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 RTA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. for the Company electronically.

24. Members and proxy holders may please carry photo ID card for identification/ verification purposes.

25. Route Map for venue of the meeting is enclosed.

***
EXPLANATORY STATEMENT

Item No. 5
Shri Saptarshi Roy (DIN: 03584600), was appointed as Director (Human Resources) of the Company by the President of India vide letter No. 8/2/2006-Th-I dated 8th August, 2016 issued by Ministry of Power for a period of five years from the date of assumption of charge of the post on or after 1st November, 2016 or till the date of superannuation or until further orders, whichever is earliest and was accordingly appointed as an Additional Director w.e.f 1st 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 Companies Act, 2013 (the Act), signifying his intention to propose Shri Saptarshi Roy for the office of Director (Human Resources). Shri Saptarshi Roy, if appointed, shall be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Saptarshi Roy as Director (Human Resources) shall 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 enclosed with this notice.

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

The Board recommends the resolution for your approval.

Item No. 6
Shri Anand Kumar Gupta (DIN: 07869906) was appointed as Director (Commercial) of the Company by the President of India vide letter no. 8/3/2006-Th-I dated 3rd February, 2017 for a period of five years from the date of assumption of charge of the post or till the date of superannuation or until further orders, whichever is earliest and was accordingly appointed as an Additional Director w.e.f 3rd February, 2017 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 Anand Kumar Gupta for the office of Director (Commercial). Shri Anand Kumar Gupta, if appointed, shall be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Anand Kumar Gupta as Director (Commercial) shall 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 enclosed with this notice.

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

The Board recommends the resolution for your approval.

Item No. 7
Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2017-18 will be decided on the outcomes of Expression of Interest (EOI) by the Board of Directors. Total fee of ₹ 31,01,250/- (Rupees Thirty One Lacs One Thousand Two Hundred and Fifty only) is payable for cost audit for the financial year 2017-18 as approved by the Board of Directors in its meeting held on 29th July, 2017. 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.

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 2017-18.

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.

Item No. 8
The Company is the largest power producer in India with the commissioned capacity of over 51,635 MW as on 15th July 2017. 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 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 2018-19 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, 2017 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. 9

In order to meet the fund requirements for capacity addition and working capital, 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.

The Securities Exchange Board of India (SEBI) vide its Circular ref. CIR/IMD/DF-1/67/2017 dated June 30, 2017 mandated that in respect of private placement of debt securities, a maximum of 12 ISINs maturing per financial year shall be allowed for plain vanilla debt securities. Further, within these 12 ISINs, the issuer can issue both secured and unsecured debt securities. In addition, a maximum of 5 ISINs maturing per financial year shall be allowed for structured debt securities, such as debt securities for call/ or put option. Additionally, 12 ISINs have been allotted for issuance of the capital gains tax debt securities by the authorized issuers under Section 54 EC of the Income Tax Act 1961 on private placement basis. The above provision is applicable for debt securities issued in the financial year 2017-18 after the date of the circular i.e 30th June 2017. The Circular has also mandated that in order to comply with the provisions of Clause (a) of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the issuer shall have a time period of six months from the date of this circular to make an enabling provision in its Articles of Association to carry out consolidation and reissuance of debt securities.

In view of above, it is proposed to amend the Articles of Association by inserting Article 7A after Article 7. The Article 7A shall be read as under:

Article 7A: Consolidation and re-issuance of debt Securities

Subject to the requirements of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and any other requirement of any regulatory authority, the Company shall, as and when required, carry-out consolidation and re-issuance of non convertible debt Securities issued on Private Placement basis.

The Board of Directors of the Company, in its Meeting held on 29th July, 2017 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.

By order of the Board of Directors

Place: New Delhi
Date: 4th August, 2017

(K.P.Gupta)
Company Secretary

41st Annual Report 2016-17
Notice of 41st AGM
<table>
<thead>
<tr>
<th>Name</th>
<th>Shri K. K. Sharma</th>
<th>Shri S. Roy</th>
<th>Shri A.K. Gupta</th>
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<tbody>
<tr>
<td>Date of Birth &amp; Age</td>
<td>05/10/1957 59 Years</td>
<td>23/03/1960 57 Years</td>
<td>15/07/1960 57 Years</td>
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<td>Date of Appointment</td>
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<td>01/11/2016</td>
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<td>Expertise in specific functional area</td>
<td>He has over 41 years of experience in the areas of Mega-Budget Thermal, Hydro Power and Coal Mining Projects as a Professional Manager, Strategic Planner and a Business Leader. He had been Business Unit Head (BUH) of NTPC-SAIL Power Company Limited’s Durgapur Station, General Manager of Farakka Super Thermal Power Station and General Manager of Hydro Electric Power Project of NTPC. He had been Regional Executive Director (Hydro Region), Executive Director (Coal mining/ Coal Washeries), Regional Executive Director (East-II), Executive Director (Project Planning &amp; Monitoring), NTPC and Chief Executive Officer of NTPC-SAIL Power Company Limited.</td>
<td>He has had a career spanning over 36 years of outstanding contribution in the Company in various positions including those of Regional Executive Director (North) and Eastern Region-1 as well as Executive Director (Corporate Planning) besides that of Head of HR at Projects and Corporate Office. He is a thorough professional, has been instrumental in introducing various pioneering HR initiatives in the areas of talent acquisition, employee welfare, industrial relations, wages and superannuation benefits. He made participative management a corner stone of NTPC’s successful ‘Industrial Relations Framework’ and introduced a number of novel methods of employee engagement. He also played a critical role in managing transition and people integration issues during acquisition of old assets and turning them around into successful ventures.</td>
<td>He has illustrious career spanning over 37 years, in NTPC which entails all areas of Power generation business viz. Engineering &amp; Design of power projects, Plant operations &amp; Maintenance, Marketing &amp; business development and Commercial &amp; Regulatory affairs. He, as head of engineering division, was responsible for selection of technologies, investment decisions for new projects, complete engineering of power projects including quality assurance and operations support for complete portfolio of NTPC stations i.e. Thermal, Hydro and renewable projects. He also headed Business Development Department of NTPC as well as headed plant operations and maintenance at station. He made major contributions in development of international business for NTPC, evolving commercial strategies for changing business scenario, development of new projects and improving plant operations.</td>
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|      | 1. NTPC-SAIL Power Company Limited  
Part - Time Chairman | 1. NTPC Electric Supply Company Limited  
Part – Time Director | 1. Kanti Bijlee Utpadan Nigam Limited  
Part – Time Director |
|      | 2. Aravali Power Company Private Limited  
Part - Time Chairman | 2. Transformers and Electricals Kerala Limited  
Part – Time Director | 2. Transformers and Electricals Kerala Limited  
Part – Time Director |
|      | 3. Kanti Bijlee Utpadan Nigam Limited  
Part - Time Chairman |                  |                |
|      | 4. Energy Efficiency Services Limited  
Part - Time Chairman |                  |                |
|      | 5. NTPC Vidyut Vyanpar Nigam Limited  
Part – Time Director |                  |                |
|      | 6. The West Bengal Power Development Corporation Limited  
Part – Time Director |                  |                |
|      | 7. NTPC Tamil Nadu Energy Company Limited  
Part – Time Director |                  |                |
|      | 8. Patratu Vidyut Utpadan Nigam Limited  
Part – Time Director |                  |                |

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<td><strong>Stakeholders’ Relationship Committee:</strong></td>
<td><strong>Audit Committee:</strong></td>
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<td><strong>No. of Shares held in NTPC Limited as on 31.03.2017:</strong></td>
<td><strong>No. of Meetings during his tenure:</strong></td>
<td><strong>No. of Meetings during his tenure:</strong></td>
</tr>
</tbody>
</table>
|      | **2094** | **14**  
No. of Meetings attended = 12 | **1205**  
No. of Meetings attended = 12 | **2888**  
No. of Meetings attended = **3**  
No. of Meetings attended = 3 |

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

CIN: L40101DL1975GOI007966

Regd. Office: NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003
Tel: 011-24369034 Fax: 011-24360941 Web: www.ntpc.co.in Email: csntpc@ntpc.co.in

**ATTENDANCE SLIP**

**41ST ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 20TH SEPTEMBER, 2017 AT 10:30 A.M.**

<table>
<thead>
<tr>
<th>NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>*Folio No.</td>
<td></td>
</tr>
<tr>
<td>DP ID No.</td>
<td></td>
</tr>
<tr>
<td>Client ID No.</td>
<td></td>
</tr>
<tr>
<td>No. of shares held</td>
<td></td>
</tr>
<tr>
<td>NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)</td>
<td></td>
</tr>
</tbody>
</table>

I, hereby record my presence at 41st Annual General Meeting of the Company held on Wednesday, 20th September, 2017 at Manekshaw Centre, Parade Road, New Delhi – 110 010.

Signature of Member/ Proxy

*Applicable in case of shares held in Physical Form.

**NOTES:**

1. The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the RTA counter(s) at the venue against which RTA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by RTA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.

2. Shareholder(s) present in person or through registered proxy shall only be entertained.

3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).

4. No gifts will be distributed at the Annual General Meeting.

***************************************************************************************************

Attendance Slip
# FORM OF PROXY

Name of the member(s):

Registered address:

Folio No/ DP ID-Client Id:

Email ID

No. of Shares held

I/We, being the member (s) of ............ shares of the above named company, hereby appoint:

1. Name: 
   Address:
   E-mail Id:
   Signature:
   Or failing him

2. Name: 
   Address:
   E-mail Id:
   Signature:
   Or failing him

3. Name: 
   Address:
   E-mail Id:
   Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, 20th September, 2017 at Manekshaw Centre, Parade Road, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Resolution</th>
<th>For</th>
<th>Against</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Ordinary Business</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.</td>
<td>Adoption of audited standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.</td>
<td>Confirmation of payment of interim dividend and to declare final dividend for the year 2016-17.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3.</td>
<td>Re-appointment of Shri K.K. Sharma (DIN: 03014947), who retires by rotation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4.</td>
<td>Fixation of remuneration of Statutory Auditors</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Special Business</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td>Appointment of Shri Saptarsi Roy (DIN: 03584600), as Director (Human Resources)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6.</td>
<td>Appointment of Shri Anand Kumar Gupta (DIN: 07269906), as Director (Commercial)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td>Ratification of remuneration of the Cost Auditors for the financial year 2017-18</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8.</td>
<td>Raising of funds upto ₹ 15,000 Crore through issue of Bonds/Debentures on Private Placement basis</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9.</td>
<td>Amending Articles of Association of the Company to insert provision regarding Consolidation and re-issuance of debt Securities</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Signed this ............ day of ......................... 2017

Signature of shareholder _______________________________ Signature of Proxy holder(s) ______________________________

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The Proxy Form should be signed across the stamp as per specimen signature registered with the RTA/Depository Participant (DP).
3. Please put ‘X’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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**ELECTRONIC VOTING PARTICULARS**

<table>
<thead>
<tr>
<th>EVEN (Remote e-voting Event Number)</th>
<th>USER ID</th>
<th>PASSWORD / PIN</th>
</tr>
</thead>
</table>

Note: Please read instructions given overleaf carefully before voting electronically.
PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING & WEB CHECK-IN

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case of Members whose email IDs are registered with the Company/Depository Participant(s):

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on “LOGIN”.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVENT” i.e., “Name of the Company”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email aka_pcs@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”

(B) In case of Members receiving physical copy of Notice (for Members whose email IDs are not registered with the Company/Depository Participant(s)):

i. Remote E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
OTHER INSTRUCTIONS

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Shri Suresh Babu D (Unit: NTPC Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. +91 040 6716 1518 or call Karvy's toll free No. 1800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on Saturday, September 16, 2017 (9:00 A.M. IST) and ends on Tuesday, September 19, 2017 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. September 13, 2017.

e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for Remote E-voting i.e. September 13, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:

   i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

      Example for NSDL:
      MYEPWD <SPACE> IN12345612345678
      Example for CDSL:
      MYEPWD <SPACE> 1402345612345678
      Example for Physical:
      MYEPWD <SPACE> XXXX1234567890

   ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

   iii. Member may call Karvy's toll free number 1800-3454-001.

   iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR ATTENDANCE REGISTRATION/ WEB CHECK-IN

Attendance Registration/ Web Check-in: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy’s website. Web Check-in on the Karvy’s website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

a. Log on to https://karisma.karvy.com and click on “Web Check-in for General Meetings (AGM/EGM/CCM)”.

b. Select the name of the company: NTPC Limited
c. Pass through the security credentials viz., DP ID/Client ID/Folio no., PAN No. & “CAPTCHA” as directed by the system and click on the submission button.

d. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.

e. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.

f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.

  g. After registration, a copy will be returned to the Member.

  h. The Web Check-in (Online Registration facility) is available for AGM during e-voting period only i.e. Saturday, September 16, 2017 (9:00 A.M. IST) and ends on Tuesday, September 19, 2017 (5:00 P.M. IST).

  i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

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