

NOTICE

NOTICE is hereby given that the **Thirty Fourth Annual General Meeting** of the members of **NTPC Limited** will be held on **Thursday, September 23, 2010 at 10.30 a.m.** at Air Force Auditorium, Subroto Park, New Delhi – 110 010, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010 and Profit & Loss Account 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 2009-10.
3. To appoint a Director in place of Shri Shanti Narain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri P.K. Sengupta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri K. Dharmarajan, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Dr. M. Govinda Rao, who retires by rotation and being eligible, offers himself for re-appointment.
7. To fix the remuneration of the Auditors.

SPECIAL BUSINESS

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

“Resolved that Shri D.K. Jain, who was appointed as a Director of the Company w.e.f. 13.05.2010 by the President of India vide letter no. 8/3/2008-Th.I (Pt.II) [DT] dated 13.05.2010 and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing 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: August 04, 2010

NOTES:-

1. The relevant explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Special Business, as set out above is annexed hereto.
2. 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.
3. **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.**
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 11, 2010 to September 23, 2010 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of section 206A of the Companies Act, 1956, if declared at the Annual General Meeting, will be paid on or after September 28, 2010 to the Members or their mandates whose names appear on the Company's Register of Members on September 23, 2010 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 10, 2010.
5. 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) quote their Folio / Client ID & DP ID Nos. in all correspondence.
 - v) **note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium.**
 - vi) note that no gifts/coupons will be distributed at the Annual General Meeting.
6. 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 and send the ECS mandate form to Karvy Computershare Private Limited, Registrar & Share Transfer Agent (RTA) of the Company. Those holding shares in Electronic Form may obtain and send the ECS mandate form directly to their Depository Participant (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 Karvy Computershare Private Limited, RTA of the Company to enable them to print these details on the dividend warrants.
7. 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.
8. SEBI has made it 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.

9. Members 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. Form-2B is to be submitted in duplicate to Karvy Computershare Private Limited, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
10. 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.
11. Members are requested to notify immediately any change of address:
 - i. to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - ii. to the Company at its Registered Office or to its RTA, Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
12. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri K. Sivakumar, 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.
13. The Board of Directors in its meeting held on March 13, 2010 had declared an interim dividend @ 30% (Rs. 3.00 per share) on the paid-up equity share capital of the company which was paid on March 23, 2010. Members who have not received or not encashed their dividend warrants may approach Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or for obtaining duplicate warrants.
14. 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 of the Central Government. After such transfer, there remains no claim of the members whatsoever on the said amount. Therefore, Members are advised to encash their Dividend warrants immediately on receipt.
15. Annual listing fee for the year 2010-2011 has been paid to all Stock Exchanges wherein shares of the Company are listed.
16. 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 the 33rd Annual General Meeting held on September 17, 2009 authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2009-10. Accordingly, the Board of Directors has fixed audit fee of Rs. 75,00,000/- for the Statutory Auditors for the financial year 2009-10 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. C&AG vide letter dated 12.07.2010 have appointed Statutory Auditors of the Company for the year 2010-2011. Accordingly, the Members may authorise the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board.
17. None of the Directors of the Company is any way related with each other except that Shri Shanti Narain is Brother-in-Law to Shri Kanwal Nath, Independent Director on the Board of NTPC Limited.
18. 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**

Shri D.K. Jain, was appointed as Director (Technical) on the Board of NTPC, w.e.f 13.05.2010 by the President of India vide Notification No. 8/3/2008-Th.I (Pt.II) [DT] dated 13.05.2010 issued by Ministry of Power. 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 D.K. Jain for the office of Director (Technical). Shri D.K. Jain, if appointed, will be liable to retire by rotation.

Shri D.K. Jain, aged 58 years, is a Graduate in Mechanical Engineering from IIT, Kharagpur. Shri Jain has rich and varied experience of over 35 years in design and execution of large power plants. He has worked in various capacities in the areas of renovation & modernisation, engineering and project execution. He was actively involved in design and engineering of first pit-head super thermal power station of NTPC at Singrauli.

Shri D.K. Jain holds 4188 shares of NTPC in his own name. He is Part-time Director of Pipavav Power Development Company Limited, NTPC ALSTOM Power Services Private Limited, NTPC Hydro Limited and Transformers and Electricals Kerala Limited. He is also a Member of Audit Committee of NTPC Hydro Limited.

None of the Directors except Shri D.K. Jain is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri D.K. Jain, it would be in the interest of the Company to appoint him as Director (Technical) of the Company. 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: August 04, 2010

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AT THE 34TH AGM

Name	Shri Shanti Narain	Shri P.K. Sengupta	Shri K. Dharmarajan	Dr. M. Govinda Rao
Date of Birth & Age	15.02.1941/ 69 years	08.09.1940/ 70 years	22.12.1943/ 67 years	07.04.1947/ 63 years
Date of Appointment	26.08.2008	26.08.2008	26.08.2008	26.08.2008
Qualifications	B.Sc (Hons. in Physics), M.Sc (Mathematics) & Management Development Programme from UK	B.Com and FICWA	M.Sc. (Physics), MS in Energy Management and Policy from University of Pennsylvania	Ph.D in Economics
Expertise in specific functional area	Shri Narain has held various posts in Railways prior to becoming Member (Traffic), Railway Board. He has key expertise in strategic management of transport system and development of transport infrastructure.	Shri Sengupta has superannuated as the Chairman & Managing Director of Coal India Limited. He has held the position of Director (Finance) in Eastern Coalfield Limited and in Coal India Limited. He has expertise in the area of Financial Management and General Administration.	Shri Dharmarajan, a retired IAS has 40 years of wide-ranging experience in the areas of Finance, Energy, Trade and Commerce, Urban Governance and Poverty. He is also well known in the areas of institutional development, administration, international trade and commerce and energy. He is involved as a Volunteer with the work of non-profit organization, KATHA, working for urban poverty alleviation through education, community development and economic resurgence.	Dr. Rao is Director, National Institute of Public Finance and Policy, New Delhi. He is also a Member, Economic Advisory Council to the Prime Minister. He has played a number of advisory roles in various Expert Committees. He has been a Consultant to World Bank, IMF, ADB and the UNDP. He has published 13 books and monographs on various aspects of Public Finance besides technical articles in a number of journals.
Directorship held in other companies	Part-time Director 1. Kalindee Rail Nirman (Engineers) Limited 2. Visa Steel Limited	-	Part-time Director 1. NHPC Limited 2. Infrastructure Professionals Enterprise Private Limited	Part-time Director 1 Rural Electrification Corporation Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee - Member - NTPC Limited - Kalindee Rail Nirman (Engineers) Limited - Visa Steel Limited Shareholders'/ Investors' Grievance Committee - Visa Steel Limited	Audit Committee-Member - NTPC Limited	Audit Committee-Chairman - NTPC Limited	Audit Committee-Chairman - Rural Electrification Corporation Limited