

NOTES :-

1. The Explanatory Statement, pursuant to Section 173 of the Companies Act, 1956, in respect of special business under Item No. 8 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.**
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 5, 2009 to September 17, 2009 (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 22, 2009 to the Members or their mandates whose names appear on the Company's Register of Members on September 17, 2009 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 4, 2009.
4. 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.
5. 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 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/ Registrar & Share Transfer Agent /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, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants.
6. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Share Transfer Agent alongwith relevant Share Certificates.
7. 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 in physical



form of listed companies. Accordingly, members holding shares in physical mode should attach a copy of their PAN Card for every transfer request sent to the Company / RTA.

8. 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, Registrar & Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
9. 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.
10. 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 Registrar & Share Transfer Agent, Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
11. 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.
12. As required by clause 49 of the Listing Agreement entered into with the Stock Exchanges, the relevant details of Shri Chandan Roy, Shri R.K. Jain, Shri A.K. Singhal and Shri M.N. Buch Directors retiring by rotation and seeking re-appointment under Item No. 3, 4, 5 and 6 aforesaid in accordance with applicable provisions of the Articles of Association of the Company as well as of those directors who have been appointed since the last Annual General Meeting are also annexed. The tenure of Shri Chandan Roy is upto 31.07.2010, Shri R.K. Jain is upto 31.12.2009, Shri A.K. Singhal is upto 31.07.2010 and Shri M.N. Buch is upto 25.08.2011 as per terms of their appointment by the Government of India.
13. None of the Directors of the Company is any way related with each other.
14. The Board of Directors in its meeting held on January 24, 2009 had declared an interim dividend @ 28% (Rs. 2.80 per share) on the paid-up equity share capital of the company which was paid on February 13, 2009. 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.
15. 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.
16. Annual listing fee for the year 2009-10 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 the 32nd Annual General Meeting held on September 17, 2008 authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2008-09. Accordingly, the Board of Directors has fixed audit fee of Rs.67,92,500/- for the Statutory Auditors for the financial year 2008-09 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. Further, Statutory Auditors of the Company for the year 2009-2010 are yet to be appointed by C&AG of India, the Members may authorise the Board to fix an appropriate remuneration of Auditors as may be deemed fit by the Board.

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.

Annex to Notice

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 for Item No. 8

Existing Article 61 of the Articles of Association (AOA) of the Company relating to audit of accounts by the auditors provides as under:

"Once at least in every financial year the accounts of the Company shall be examined and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more auditors."

Section 227 of the Companies Act, 1956 provides that the auditor, inter-alia, shall make a report to the members of the company on the accounts examined by him, and on every balance sheet and profit and loss account and the report shall state whether, in his opinion and to the best of his information and according to the explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view-

- (i) in the case of the balance sheet, of the state of the company's affairs as at the end of its financial year; and
- (ii) in the case of the profit and loss account, of the profit or loss for its financial year.

Accordingly, it is proposed to amend Article 61 of Articles of Association relating to audit of accounts by the auditors to bring this Article in line with the provisions of Companies Act, 1956.

Section 619 of the Companies Act, 1956, as amended, relating to the appointment of auditors of Government Companies provides as under:

The auditor of a Government company shall be appointed or re-appointed by the Comptroller and Auditor-General of India

However, Article 62 of the Articles of Association of the Company relating to appointment of auditors provides as under:

"The auditor/auditors of the Company shall be appointed or re-appointed by the Central Govt. on the advice of the Comptroller and Auditor General of India, in accordance with the provisions of Section 619 of the Act."

Accordingly, it is proposed to amend Article 62 of Articles of Association relating to the appointment of auditors to bring this Article in line with the provisions of Companies Act, 1956.

None of the Directors is interested or concerned in the above resolution except to the extent that he is a Director of the Company.

The Directors commend the special resolution at Item No. 8 for approval of the Members.



BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AND ALSO OF DIRECTORS APPOINTED SINCE LAST ANNUAL GENERAL MEETING
Directors seeking re-election at the 33rd AGM

Name	Shri Chandon Roy	Shri R.K. Jain	Shri A.K. Singhal	Shri M.N. Buch
Date of Birth & Age	16.07.1950/59 years	15.12.1949/59 years	10.01.1954/55 years	16.01.1941/68 years
Date of Appointment	01.01.2004	05.05.2005	01.08.2005	26.08.2008
Qualifications	Graduate in Mechanical Engineering	Graduate in Mechanical Engineering	Chartered Accountant	M.A. (History), M.Phil (Public Administration), PG Diploma in Port Management & Administration from UK.
Expertise in specific functional area	He has varied experience of more than 38 years in the areas of project planning, conceptualization, design, engineering and Operation & Maintenance of more than 30,000 MW.	He has vast experience of 36 years of Power Project Planning, Conceptualization, Design/ Engineering Contract & Materials, induction of new environmental friendly technologies, implementation of decentralized distributed generation schemes etc.	He has a rich & varied experience of over 33 years in Corporate Finance Management including timely financial resource mobilization from Domestic & Global sources, optimum utilization of funds, formulation of annual financial budget, undertaking budgetary controls and taking investment decisions.	He is a retired Indian Administration Service Officer and is having wide experience in both Development and Regulatory Administration at the Central, State and District levels.
Directorship held in other companies	<p>Part-time Chairman</p> <ol style="list-style-type: none"> 1. Bhartiya Rail Bijlee Company Limited <p>Part-time Director</p> <ol style="list-style-type: none"> 1. NTPC Vidyut Vyapar Nigam Limited 2. Damodar Valley Corporation 3. Nuclear Power Corporation of India Limited 4. West Bengal Power Development Corporation Limited 5. Ratnagiri Gas and Power Private Limited 6. Nabinagar Power Generating Co. Private Limited 	<p>Part-time Chairman</p> <ol style="list-style-type: none"> 1. Aravali Power Company Private Limited <p>Part-time Director</p> <ol style="list-style-type: none"> 1. NTPC Tamilnadu Energy Company Limited 2. NTPC Electric Supply Company Limited 3. BF- NTPC Energy Systems Limited 4. Kanti Bijlee Utpadan Nigam Limited 5. NTPC Alstom Power Services Private Limited 	<p>Part-time Chairman</p> <ol style="list-style-type: none"> 1. KIENSCO Power and Utilities Private Limited <p>Part-time Director</p> <ol style="list-style-type: none"> 1. Utility Powertech Limited 2. NTPC Electric Supply Company Limited 3. NTPC Vidyut Vyapar Nigam Limited 4. Kanti Bijlee Utpadan Nigam Limited 5. NTPC Hydro Limited 6. NTPC Tamilnadu Energy Company Limited 7. Bhartiya Rail Bijlee Company Limited 8. NTPC Alstom Power Services Private Limited 9. Ratnagiri Gas and Power Private Limited 10. Nabinagar Power Generating Company Private Limited 	<p>Part-time Director</p> <ol style="list-style-type: none"> 1. Western Coalfields Limited
Memberships/ Chairmanship of Committees across all Public Companies	<p>Audit Committee - Chairman</p> <p>Bhartiya Rail Bijlee Company Limited</p>	-	<p>Shareholders'/ Investors' Grievance Committee</p> <p>- NTPC Limited</p> <p>Audit Committee</p> <p>Ratnagiri Gas and Power Private Limited</p> <p>NTPC Vidyut Vyapar Nigam Limited</p> <p>NTPC Hydro Limited</p> <p>NTPC Tamilnadu Energy Company Limited</p> <p>Bhartiya Rail Bijlee Company Limited</p>	<p>Audit Committee Chairman</p> <p>Western Coalfields Limited</p>

Directors appointed since last Annual General Meeting held on September 17, 2008

Name	Shri M.N. Buch
Date of Birth & Age	16.1.1941/ 68 years
Date of Appointment	26.08.2008
Qualifications	M.A. (History), M.Phil (Public Administration), PG Diploma in Port Management & Administration from U.K.
Expertise in specific functional area	He is a retired Indian Administrative Service Officer. He has held various posts in Gujarat Government. He had been Joint Secretary to the Government of India in Department of Banking, Ministry of Finance, Additional Secretary to the Ministry of Labour, GOI, Director-General, Sports Authority of India prior to becoming Member of Public Enterprises Selection Board, GOI. He has also been on the Board of various public sector banks. He has wide experience in both Development and Regulatory Administration at the Central, State and District levels.
Directorship held in other companies	Part-time Director Western Coalfields Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee - Chairman Western Coalfields Limited

Name	Shri Shanti Narain
Date of Birth & Age	15.02.1941/ 68 years
Date of Appointment	26.08.2008
Qualifications	B. Sc. (Hons. in Physics), M.Sc. (Mathematics) and has pursued Management Development Programme at UK.
Expertise in specific functional area	He has held various posts in Railways prior to becoming Member (Traffic), Railway Board. He has key expertise in strategic management of transport systems with special focus on Railways, involving planning, marketing, customer relations, monitoring and control of operational and commercial activities and development of transport infrastructure.
Directorship held in other companies	Part-time Director Kalindee Rail Nirman (Engineers) Limited Visa Steel Private Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee- Member NTPC Limited Visa Steel Private Limited Kalindee Rail Nirman (Engineers) Limited Shareholders' Committee- Member Visa Steel Private Limited

Name	Shri P.K. Sengupta
Date of Birth & Age	08.09.1940/ 69 years
Date of Appointment	26.08.2008
Qualifications	B.Com and FICWA
Expertise in specific functional area	He has held the position of Director (Finance) in Eastern Coalfields Limited, Director (Finance) in Coal India Limited prior to becoming Chairman & Managing Director of Coal India Limited in January 1995. He is on the Board of Steel Authority of India Ltd. as non-official part-time Director. He has expertise in the area of Financial Management and General Administration.
Directorship held in other companies	Part-time Director Steel Authority of India Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee- Member Steel Authority of India Limited NTPC Limited

Name	Shri K. Dharmarajan
Date of Birth & Age	22.12.1943/ 66 years
Date of Appointment	26.08.2008
Qualifications	M.Sc. (Physics) and MS in Energy Management and Policy from Pennsylvania.
Expertise in specific functional area	He is a retired Indian Administrative Service Officer. He has served as faculty and resource person at IIFT, NIUA, TERI and University of Pennsylvania (USA). He was the Chairman at Expert Committee for Property Tax Reforms, Delhi and is well known in the areas of institutional development, administration, international trade & commerce, energy and poverty.
Directorship held in other companies	Part-time Director NHPC Limited Infrastructure Professionals Enterprise Private Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee- Chairman NTPC Limited



Name	Dr. M. Govinda Rao
Date of Birth & Age	07.04.1947/ 62 years
Date of Appointment	26.08.2008
Qualifications	Ph. D in Economics.
Expertise in specific functional area	He is Director, National Institute of Public Finance and Policy, New Delhi. He is also a Member, Economic Advisory Council to the Prime Minister. His past positions include Director, Institute for Social and Economic Change, Bangalore and Fellow, Research School of Pacific and Asian Studies, Australian National University, Canberra, Australia. He has played a number of advisory roles in various Expert Committees. He has published 12 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 Rural Electrification Corporation Limited
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee - Chairman Rural Electrification Corporation Limited

Name	Shri I. J. Kapoor
Date of Birth & Age	05.10.1956/ 53 years
Date of Appointment	26.12.2008
Qualifications	B.Sc. (Engg.), Master in Business Administration (Marketing), has fellowship of Indian Institution of Engineers and is a senior member of Institute of Electrical and Electronics, USA
Expertise in specific functional area	Shri Kapoor has rich and varied experience of over 30 years in Indian Power Industry. He has worked in various capacities in the area of Commercial, Consultancy, Contracts & Materials, engineering, Station Performance and Project Coordination functions in NTPC. He was instrumental in implementation of various initiatives in Commercial functions under the Project Disha, an organizational transformation initiative. He is responsible for formulation and implementation of commercial and regulatory policies and strategies of the Company.
Directorship held in other companies	Part-time Director PTC (India) Limited Meja Urja Nigam Private Limited
Memberships/ Chairmanship of Committees across all Public Companies	-

Name	Shri Kanwal Nath
Date of Birth & Age	17.02.1947/ 62 years
Date of Appointment	30.01.2009
Qualifications	M.Sc. (Physics), PG Diploma in Development Finance from UK.
Expertise in specific functional area	He has over 37 years of experience in Indian Audit and Accounts Service. He retired as Deputy Comptroller & Auditor General of India in February 2007. He has also held position of Joint Secretary & Financial Adviser in Ministry of Water Resources and additional charge of JS&FA in Ministry of Power. He has wide experience in the Audit of Organisations in Power, telecommunication and Railway sector.
Directorship held in other companies	-
Memberships/ Chairmanship of Committees across all Public Companies	Audit Committee - Member NTPC Limited

Name	Shri Adesh. C. Jain
Date of Birth & Age	01.08.1945/ 64 years
Date of Appointment	30.01.2009
Qualifications	B.Sc. (Mathematics), Electrical Engineer, MS in Control Systems from Ottawa, Canada
Expertise in specific functional area	He has over 40 years of experience in project oriented work beginning with two state-of-the-art projects in early 1970s in USA. In 1973, he returned to India to help the country embark upon major computerization program. He has also served as the Head of IT and Project Management Services in BHEL. In 1992, he started the Centre for Excellence in Project Management. He has been conferred with 6 major awards in India, including the 'Gem of India' award.
Directorship held in other companies	Managing Director COMTECH International Software Manufacture (P) Limited
Memberships/ Chairmanship of Committees across all Public Companies	-

Name	Shri A.K. Sanwalka
Date of Birth & Age	21.05.1947/ 62 years
Date of Appointment	30.01.2009
Qualifications	M.Sc. (Engg.), I. Mech. (E), UK and AMIE (India) - Mech. & Prod.
Expertise in specific functional area	He has held various positions in Indian Railways and retired from the position of General Manager, Northeast Frontier Railways after 38 years of service. He has wide expertise in the areas of General Management & Administration, Transport planning, Project Management & Coordination. He has also handled several projects for establishing large production, maintenance and repair facilities of Indian Railways. He has also held the position of Executive Director (Motive Power), RDSO for several years.
Directorship held in other companies	Part-time Director RITES Limited
Memberships/ Chairmanship of Committees across all Public Companies	Shareholders'/ Investors' Grievance Committee- Member NTPC Limited

Name	Shri Santosh Nautiyal
Date of Birth & Age	18.07.1946/ 63 years
Date of Appointment	30.01.2009
Qualifications	PG in Political Science and Public Administration
Expertise in specific functional area	He is a retired Indian Administrative Service Officer and has superannuated in July 2006 as Chairman (in the rank of Secretary to the Government of India) of National Highway Authority of India. He has held various positions like Additional Secretary, GOI in Department of Consumer Affairs, Principal Secretary of Govt. of Orissa, Joint Secretary in Ministry of Steel and Managing Director in Industrial Promotion and Investment Corporation of Orissa Ltd. He also served as Chairman of Food Corporation of India and after retirement was appointed as Chairman of the National Shipping Board constituted by the Central Govt.
Directorship held in other companies	Part-time Director ONGC Limited
Memberships/ Chairmanship of Committees across all Public Companies	ONGC Limited -Member Audit & Ethics Committee Remuneration Committee Redressal of Grievance Committee

Name	Shri I.C.P. Keshari
Date of Birth & Age	11.03.1962/ 47 years
Date of Appointment	04.05.2009
Qualifications	Post Graduate in History
Expertise in specific functional area	He is an Indian Administrative Service Officer. Prior to his current assignment of Joint Secretary, Ministry of Power, Shri Keshari was in the Ministry of Commerce & Industry and has also held various administrative posts in the State of Madhya Pradesh and Chattisgarh including that of Collector of three districts almost for three years.
Directorship held in other companies	-
Memberships/ Chairmanship of Committees across all Public Companies	-

Name	Shri Rakesh Jain
Date of Birth & Age	18.08.1957/ 52 years
Date of Appointment	09.06.2009
Qualifications	Post Graduate in Physics
Expertise in specific functional area	In the year 1981, he joined Indian Audit & Accounts Service. He has held various important positions such as Director-General (Accounts, Entitlement Complaints Information System), Principal Director (Report States) - Office of Comptroller & Auditor General of India, Accountant General (AG) (Audit), Rajasthan, AG (AE-II) Madhya Pradesh, Principal Director (Commercial Audit), Ranchi and Principal Director of Audit, Embassy of India, Washington, USA. He is currently the Joint Secretary & Financial Adviser (JS&FA) in the Ministry of Power and also holds additional charge of the post of JS&FA in the Ministry of Labour & Employment.
Directorship held in other companies	Part-time Director Power Finance Corporation Limited Power Grid Corporation of India Limited
Memberships/ Chairmanship of Committees across all Public Companies	NTPC Limited Shareholders'/ Investors' Grievance Committee- Chairman Audit Committee - Member Power Finance Corporation Limited Audit Committee- Chairman Power Grid Corporation of India Limited Audit Committee- Member



Name	Shri B.P. Singh
Date of Birth & Age	25.09.1953/ 55 years
Date of Appointment	01.08.2009
Qualifications	Graduate in Mining Engineering
Expertise in specific functional area	He has rich and varied 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 for acquisition of fuel assets and its subsequent development thereof i.e., one Oil & Gas Exploration block under NELP V in Arunachal Pradesh, six coal mining blocks across various coalfields in the country besides two more blocks for joint operation through a 50:50 JV with CIL.
Directorship held in other companies	Part-time Chairman NTPC-SCCL Global Ventures Private Limited
Memberships/ Chairmanship of Committees across all Public Companies	-