



NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the members of NTPC Limited will be held on Wednesday, September 17, 2008 at 11.30 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, 2008 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 2007-08.
3. To appoint a Director in place of Dr. R.K. Pachauri, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Prof. Ashok Misra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri R.C. Shrivastav, who retires by rotation and being eligible, offers himself for re-appointment.
6. To fix the remuneration of the Auditors.

Special Business

7. To consider and, if thought fit, to pass with or without modifications, the following as an Ordinary Resolution:
 - i) Resolved that pursuant to Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company and the requirements of lenders, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, whether by way of Term Loan/ Line of Credit / Equipment Finance/ Project Finance/ Bridge Loans / Cash Credit facilities / Public Deposits or otherwise from Financial Institutions/ Banks or from Public/ Bodies Corporate or from Government Body/ Corporation or Government of India or by way of External Commercial Borrowings or from Multilateral/ Bilateral agencies within India or abroad or by way of issue of bonds in domestic or International Markets on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate Rs. 1,00,000 crore (Rupees One Lac Crore Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.
 - ii) Further resolved that pursuant to the provisions of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/ or create charge on all or any one or more of the movable and / or immovable properties or such other assets of the Company, wheresoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of National/ International Financial Institutions/ Banks/ Trustees for the Bond Holders (in case of issue of Bonds) etc. hereinafter referred to as "the lenders" to secure any Term Loans/ Cash Credit Facilities/ Debentures/ Bonds or otherwise, obtained/ to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost, charge(s), expenses and all other monies payable by the Company to such lenders under the respective loan/ other agreement(s) entered/ to be entered into between the Company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

- iii) Further resolved that the Board of Directors be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders/ Trustees for the holders of the Bonds, the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions.

By order of the Board of Directors

Regd. Office:

NTPC Bhawan, 7 Institutional Area,
Lodi Road, New Delhi-110003

Date: 29th July, 2008



(A.K. Rastogi)
Company Secretary

NOTES :-

1. The Explanatory Statement, pursuant to Section 173 of the Companies Act, 1956, in respect of special business under Item No. 7 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 August 30, 2008 to September 17, 2008 (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, 2008 to the Members or their mandates whose names appear on the Company's Register of Members on September 17, 2008 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 August 29, 2008.
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. 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.
8. 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.
9. 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.
10. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri K. Sivakumar, GM (Finance) (I/c) 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.
11. As required by clause 49 of the Listing Agreement entered into with the Stock Exchanges, the relevant details of Dr. R.K. Pachauri, Prof. Ashok Misra and Shri R.C. Shrivastav Directors retiring by rotation and seeking re-appointment under Item No. 3, 4 and 5 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 both Dr. R.K. Pachauri and Prof. Ashok Misra is upto January 29, 2009 and tenure of Shri R.C. Shrivastav is upto June 30, 2010 as per terms of their appointment by the Government of India.
12. None of the Directors of the Company is any way related with each other.
13. The Board of Directors in its meeting held on January 30, 2008 had declared an interim dividend @ 27% on the paid-up equity share capital of the company which was paid on February 13, 2008. 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 2008-09 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. The Members of the Company in the 31st Annual General Meeting held on September 12, 2007 authorised the Board of Directors to fix the remuneration of Statutory Auditors for the year 2007-08. Accordingly, the Board of Directors has fixed audit fee of Rs.61,75,000/- for the Statutory Auditors for the financial year 2007-08 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 2008-2009 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.

17. 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. 7

Article 28 of the Articles of Association of the Company provides as under:

“Subject to the provisions of Section 58A, 292 and 293 of the Act and Government Guidelines issued from time to time, the Board may by means of resolution passed at meetings of the Board from time to time, accept deposits or borrow and/ or secure the payment of any sum or sums of money for the purpose of the Company.”

As per the provisions of Article 28 of the Articles of Association read with applicable provisions of the Act, the Board of Directors of the Company can accept, deposit or borrow money and/ or secure payment of any sum or sums of money which, together with money already borrowed by the company, does not exceed the aggregate of the paid-up capital and free reserves of the Company. As such for borrowing by Board within the limit prescribed under section 293 of the Act, approval of the Shareholders is not required.

As on 31.03.2008, the paid-up capital and free reserves of the Company are Rs. 8245.50 crore and Rs. 42901.70 crore respectively totaling to Rs.51147.20 crore.

Domestic and Foreign outstanding/committed Borrowings of the Company upto 31.03.2008 and projected requirements upto 2012 of cumulative borrowing are to the tune of Rs. 105507.80 crore. In addition to above, during 1st April 2008 to 30th June 2008, loan of Rs. 10,350 crore including loan of Rs. 10,000 crore from Power Finance Corporation Limited has been tied and an amount of Rs. 539.37 crore has been repaid during the said period. As a result, outstanding and committed borrowings as on 30.06.2008 is Rs. 45,240.22 crore.

Since the projected borrowings of the Company for its various projects and other capital schemes is likely to exceed its paid-up capital and free reserves, it is, therefore, proposed to seek your approval for borrowing powers of Board upto total amount of Rs. 1,00,000 crore including the amount already borrowed.

In connection with the borrowing, through issue of bonds and loan from financial institutions, the assets of the company both movable and immovable are some time required to be charged / mortgaged and the financial institutions insist for approval of the shareholders under section 293(1)(a) of the Companies Act, 1956, it is, therefore, proposed to seek your consent for empowering the Board of Directors for mortgaging and / or creating the charge on the assets, both movable and immovable of the Company.

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 ordinary resolution at Item No. 7 for approval of the Members.



Directors appointed since last Annual General Meeting held on September 12, 2007

Name	Shri V.P. Joy
Date of Birth & Age	30.06.1963/45 yrs
Date of Appointment	30.08.2007
Qualifications	Graduate in Electronics & Communication Engineering, MBA from University of Birmingham, UK and an officer of Indian Administrative Service from Kerala State cadre.
Expertise in specific functional area	Shri V.P. Joy has held various posts in the State Government of Kerala. Prior to his joining as Joint Secretary (Thermal), Ministry of Power, Government of India, he has held the post of Director in Ministry of Petroleum & Natural Gas, Government of India and has wide experience in the Petroleum Energy Sector in the areas of supply, pricing, corporate affairs and refineries.
Directorship held in other companies	—
Memberships/ Chairmanship of Committees across all Public Companies	—