

NTPC Limited

CIN: L40101DL1975GOI007966

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New Delhi-110 003

Tel. no.: 011-24360959 Fax: 011-24360241

Email: csntpc@ntpc.co.in Website: www.ntpc.co.in

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the Members of NTPC Limited will be held on Tuesday, 28th September, 2021 at 10.30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2021, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 and the report of the Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolutions:
 - a) Resolved that the audited financial statement of the Company for the financial year ended 31st March 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
 - b) Resolved that the audited consolidated financial statement of the Company for the financial year ended 31st March 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
2. To confirm payment of interim dividend and declare final dividend for the financial year 2020-21 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
Resolved that an interim dividend @ 30.00% (₹ 3.00 per equity share of ₹ 10/-) on the paid up equity share capital of the Company and final dividend @ 31.5% (₹ 3.15 on per equity share of ₹ 10/-) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2020-21.
3. To appoint Shri Anil Kumar Gautam (DIN: 08293632) Director (Finance), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Anil Kumar Gautam (DIN: 08293632), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.
4. To appoint Shri Dillip Kumar Patel (DIN: 08695490) Director (HR), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Dillip Kumar Patel (DIN: 08695490), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.
5. To fix the remuneration of the Statutory Auditors for the financial year 2021-22 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
Resolved that the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2021-22.

SPECIAL BUSINESS:

6. To reappoint Shri Gurdeep Singh (DIN: 00307037), as Chairman & Managing Director 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 order No. 8/2/2020-Th-1 dated 16th October 2020 issued by the Ministry of Power and statutory provisions, as may be applicable, Shri Gurdeep Singh (DIN: 00307037) be and is hereby re-appointed as Chairman & Managing Director on terms & conditions as fixed by the Government of India.
7. To increase borrowing powers of the Company from ₹ 2,00,000 Crore to ₹ 2,25,000 Crore and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:
Resolved that in supersession of the resolution approved by shareholders on 21st August, 2019, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and /or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board may think fit, which together with the monies 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 ₹ 2,25,000 Crore (Rupees Two Lakh Twenty Five Thousand 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, securities premium and free reserves of the Company.



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

8. **To mortgage or create charge over the movable and immovable properties of the Company in favour of lenders in connection with the borrowings of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

Resolved that pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/ Financial Institutions/ Agents/ Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the lenders of the Company towards security for borrowing of funds for the purposes of business of the Company.

Further resolved that the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders 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.

9. **To ratify the remuneration of the Cost Auditors for the financial year 2021-22 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 ₹ 42,52,000/- (Rupees Forty-Two Lakh and Fifty-Two thousand only) as approved by the Board of Directors payable to Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22 as per detail set out in the Statement annexed to the Notice convening this Meeting.


Further resolved that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

10. **To raise funds upto ₹ 18,000 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 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14 (1) 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") up to ₹ 18,000 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 2022-23 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.

Further resolved 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.

By order of the Board of Directors



(Nandini Sarkar)
Company Secretary

Place: New Delhi

Date: 26th August, 2021

Notes: -

1. In view of Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13th, 2021 read together with circulars dated April 8th, 2020, April 13th, 2020 and May 5th, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the statutory guidelines, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website www.ntpc.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Shareholders are advised to contact Registrar and Share Transfer Agent (RTA), at the address mentioned in Para 13 below, with details like name, folio no. and self attested copy of PAN & AADHAR in order to update their email ID.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM. Hence, Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members of the Company under the category of Institutional Investors are requested to attend and vote at the AGM through VC. Corporate Members/ Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at kaushal.acs@gmail.com.
6. 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 pursuant 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 44th Annual General Meeting held on September 24th, 2020, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2020-21. Accordingly, the Board of Directors has fixed audit fee of ₹ 2,19,24,000/- (Rupees Two Crore Nineteen Lakh Twenty Four Thousand only) for the Statutory Auditors for the financial year 2020-21 in addition to applicable GST and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2021-22 are yet to be 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 2021-22.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2021 to 28th September 2021 (both days inclusive) for the purpose of AGM.
8. 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.
9. Brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), as required under Regulation 36 of SEBI Listing Regulations is annexed hereto and forms part of the Notice.
10. None of the Directors of the Company is in any way related with each other.

DIVIDEND:

11. The Board of Directors, in its meeting held on 4th February 2021 had declared an interim dividend @ 30 % (₹ 3.00 per share) on the paid-up equity share capital of the company which was paid on February 26, 2021. Further, the Board of Directors, in its Meeting held on 19th June 2021 has recommended a final dividend @ 3.15% (₹ 3.15 per share) on the paid-up equity share capital of the Company.
12. The Company has fixed 10th September 2021 as record date for the purpose of payment of the final dividend. Final dividend, if approved at the AGM shall be paid on or after 8th October 2021.



TDS on dividend:

13. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed under the Income Tax Act, 1961 ("IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/RTA by sending the required documents by Friday, September 10, 2021. For the detailed process, please visit website of the Company <https://www.ntpc.co.in/investors/Dividend TDS Communication>. The aforesaid documents, as applicable, are required to be emailed at tdsdiv@ntpc.co.in and dividend_ntpc@psmg.co.in, to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post Friday, September 10th, 2021, 1730 Hours (IST) shall be considered for payment of the Final Dividend.

Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - Beetal Financial & Computer Services Pvt. Ltd. at 3rd Floor, Beetal House, 99, Madangir, Delhi-110062 latest by Monday, September 6th, 2021:

- a) A signed request letter by the first holder, mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii. 11-digit IFSC Code;
 - iv. 9 digit MICR Code.
- b) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN CARD; and
- d) Self-attested copy of any document (such as AADHAR CARD, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in demat form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Any instruction pertaining to the remittance of dividend would not be entertained other than the particulars that are mapped with the DPs.

INVESTOR EDUCATION AND PROTECTION FUND:

14. Pursuant to the provisions of section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed interim dividend and final dividend for the financial year 2012-13 and interim dividend for the financial year 2013-14 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF Rules & amendments thereto, the Company shall upload the details of unpaid and unclaimed amounts lying with the Company as on the date of closure of financial year i.e. March 31, 2021 on the website of the Company (www.ntpc.co.in) and also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in).
15. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, in the name of IEPF Authority. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Company has transferred shares to the IEPF authority from time to time. Members are advised to visit the web-link: <https://www.ntpc.co.in/en/Investors/miscellaneous-download> to check details of shares transferred to IEPF authority. The procedure for claiming shares from IEPF account is also available on the website of the Company.
16. Unclaimed final dividend for the financial year 2013-14 and Interim dividend for the financial year 2014-15 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before November 1st, 2021 and March 30th, 2022 respectively pursuant to the provisions of Section 124 of the Companies Act, 2013. Accordingly, corresponding shares on which dividend has not been paid or claimed for seven consecutive years shall also be liable to be transferred to the account of IEPF.

WEBCASTING:

17. In compliance with the provisions of Regulation 44(6) of the SEBI Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 10.30 A.M. (IST) onwards on Tuesday, 28th September 2021.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to agm2021@ntpc.co.in.

OTHER INFORMATION:

19. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent (RTA) along with relevant Share Certificates.
20. SEBI, vide notification dated 8th June, 2018 has mandated that after 4th December, 2018, except in case of transposition and transmission of shares, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding shares in physical form, are advised to dematerialize their shares.
21. 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.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to update their PAN with their DP/ RTA of the Company.
23. Annual listing fee for the year 2021-22 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2020-21 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
24. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

Item No. 6: Re-appointment of Shri Gurdeep Singh as Chairman & Managing Director

Shri Gurdeep Singh (DIN: 00307037) was appointed as Chairman & Managing Director, by the President of India vide Ministry of Power letter No.8/1/2016-Th-I dated 28th January, 2016 for a period of five years from the date of assumption of charge of the post, or until further orders. The appointment of Shri Gurdeep Singh as Chairman & Managing Director was approved by the shareholders in the 40th Annual General Meeting of the Company held on 20th September 2016. Subsequently, Ministry of Power acting on behalf of the President of India, through letter no. 8/2/2020-Th.1 dated 16th October, 2020, has communicated that in pursuance of the Secretariat of Appointments Committee of the Cabinet's (ACC) order No.20/04/2016- EO (ACC) dated 9th October, 2020, the tenure of Shri Gurdeep Singh, CMD, NTPC is further extended w.e.f. 4th February, 2021 till 31st July, 2025, i.e. the date of his superannuation, or until further order, whichever is earlier. Pursuant to order of Ministry of Power, the Board of Directors of your company in its meeting held on 2nd November, 2020 had accorded approval for extension of tenure of Shri Gurdeep Singh till 31st July, 2025 i.e the date of his superannuation or until further order, whichever is earlier.

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 Gurdeep Singh, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 7 & 8: Increase in borrowing limit from ₹ 2,00,000 Crore to ₹ 2,25,000 Crore and to create charge on the assets of the Company in connection with the borrowings of the Company

NTPC is India's largest energy conglomerate and a Maharatna Company having presence in the entire value chain of the power generation business. NTPC is primarily engaged in the business of generation of electricity from thermal, hydro or Renewable energy sources. The Company has installed capacity of 64,496 MW (including generation from subsidiaries & joint ventures) as on 31st March 2021. To strengthen its core business, the Company has diversified into the fields of Coal Mining, Consultancy, Ash utilization etc. The Company is in rapid capacity addition mode. The projects, except renewable energy projects, of the Company are to be financed by debt & equity in the ratio of 70:30. Renewable Energy Projects are financed by debt & equity in the ratio of 80:20. The main constituents of the Company's borrowings are generally in the form of bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency loans, foreign currency bonds etc.

As per the requirements of Section 180(1)(c) of the Companies Act, 2013, the shareholders of the Company by a special resolution passed at the 43rd Annual General Meeting of the Company held on 21st August 2019 had authorized Board of Directors to borrow upto ₹ 2,00,000 Crore i.e. in excess of paid up share capital, free reserves and balance in share premium account. Keeping in view the future Capex requirements and funds to be tied up for the same and to take care of forays into new business vertical and any unanticipated investment requirements in future, a need is felt to enhance the existing borrowing limits. It is therefore proposed to increase the prescribed limit for borrowing to ₹ 2,25,000 Crore from current approved limit of ₹ 2,00,000 Crore.

Further, in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The large portion of capital expenditure requirement of the Company has to be funded by debt. The raising of funds through debt usually requires creation of security on the immovable/movable properties, present or future, of the Company in favour of lenders which may tantamount to otherwise disposing of the undertakings of the Company.

In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution (s) under provisions of Section 180 (1)(c) and Section 180 (1)(a) of the Companies Act, 2013, for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital, free reserves and share premium of the Company provided that total amount so borrowed (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not at any time exceed ₹ 2,25,000 Crore and for creation of charge/mortgage on the assets of the Company in connection with the borrowings.

The Board of Directors of the Company in its 499th Meeting held on 19th June 2021 had approved the above proposal and recommended the same for approval of shareholders.

The Directors or Key Managerial Personnel or their relatives do not have any interest, financial or otherwise, in passing of the said Special Resolution(s), except to the extent of their shareholding in the Company.

Item No. 9: Ratification of Remuneration payable to Cost Auditors

Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2021-22 was decided by the Board of Directors. The Board of Directors in its meeting held on 23rd August, 2021 has accorded approval for payment of total fee of ₹ 42,52,000/- (Rupees Forty Two Lakhs and Fifty Two Thousand Only) for cost audit for the Financial year 2021-22. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes/levies shall be 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 2021-22.

The Board of Directors recommended the passing of the proposed Resolution by members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution, except to the extent of their shareholding in the Company.

Item No. 10: To raise funds up to ₹ 18,000 Crore through issue of Bonds/Debentures on Private Placement basis

The Company is the largest power producer in India. As the Company is under a 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.

The provisions of Section 42 of Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require the Company to seek a Special Resolution from its shareholders for raising the NCDs on private placement basis. 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") up to ₹18,000 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 2022-23 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 31st July 2021 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


(Nandini Sarkar)
Company Secretary

Place: New Delhi
Date: 26th August, 2021



A. GENERAL INSTRUCTIONS FOR SHAREHOLDERS JOINING MEETING, REMOTE e-VOTING AND e-VOTING DURING AGM:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
2. The voting period begins on **Friday, 24th September, 2021 at 9:00 AM** and ends on **Monday, 27th September, 2021 at 5:00 PM**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 21st September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speakers by sending their request in advance at least seven days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at agm2021@ntpc.co.in. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as may be appropriate for smooth conduct of the AGM. Members who are not able to join this Meeting over video conferencing will be able to view the live webcast of proceedings of AGM on the website of the Company. The shareholders who do not wish to speak during the AGM but have queries in respect of items of businesses proposed to be transacted at the meeting, may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at agm2021@ntpc.co.in. These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and did not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

B. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

1. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

2. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFintech/BEETAL/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also ABLE to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

C. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM”, your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Facility for Non – Individual Shareholders and Custodians– **Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at e-mail Id kaushal.acs@gmail.com and to the Company at the email address viz; agm2021@ntpc.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

D. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



Brief resume of Director seeking appointment/re-appointment:

Name	Shri Gurdeep Singh	Shri Anil Kumar Gautam	Shri Dillip Kumar Patel
Date of Birth & Age	7.7.1965 56 Years	25.5.1962 59 Years	30.4.1964 57 Years
Date of Appointment	4.2.2016	18.10.2019	1.4.2020
Qualifications	Mechanical Engineer from NIT, Kurukshetra and Management Education Program from IIM Ahmedabad	Graduate in Commerce, fellow member of the Institute of Cost Accountants of India and LLB	Graduated in Mechanical Engineering from NIT, Rourkela and Post Graduate Diploma in Business Management (HR & Finance) from MDI, Gurgaon
Expertise in specific functional area	He has over 30 years of experience in power sector. He started his career in 1987 as an Engineer Trainee with NTPC and has worked his way through various ranks in both public and private sectors. He has worked at CXO/Senior positions in Indian companies as well as in multi-national companies. Prior to joining NTPC, Shri Gurdeep Singh was Managing Director, Gujarat State Electricity Corporation Limited.	He has more than 37 years of rich experience in various aspects of Finance & Accounts including financial reporting & structuring, strategic planning, long & short term debt financing in domestic and international markets, cost & Internal controls, acquisitions, corporate governance & risk management, budgeting, investors' relations, taxation and regulatory affairs and Enterprise Resource planning.	He has an illustrious career spanning over more than three decades entailing both line and HR functions. After initial exposure of working in Operation & Maintenance, he took a leap in his career and switched to core HR function in 1997. He looked after various facets of HR and subsequently moved on to become the Head of HR of Koldam, the first hydro project of NTPC. He had been Head of HR at various projects of NTPC such as NSPCL-Bhilai, Sipat, and Tanda for about 13 years. He had a short stint as Regional Head of HR of Easter Region-II before being appointed to the post of Director (HR) in NTPC.
Directorship held in other companies	1. Bangladesh-India Friendship Power Company Private Limited (Foreign Company)	1. NTPC Vidyut Vyapar Nigam Limited 2. Meja Urja Nigam Private Limited 3. THDC (India) Limited 4. North Eastern Electric Power Corporation Limited	1. Aravali Power Company Private Limited 2. NTPC SAIL Power Company Limited 3. NTPC Electric Supply Company Limited 4. Patratu Vidyut Utpadan Nigam Limited
Memberships/ Chairmanship of Committees across all Public Companies*	Audit Committee: NIL Stakeholders' Relationship Committee: NIL	Audit Committee: 1. NTPC Vidyut Vyapar Nigam Limited- Chairman 2. North Eastern Electric Power Corporation Limited – Member Stakeholders' Relationship Committee: 1. NTPC Limited - Member	Audit Committee: NIL Stakeholders' Relationship Committee: NIL
No. of Shares held in NTPC Limited as on 31.3.2021	5,828	12,370	NIL
Attendance in Board Meetings held during 2020-21	No. of meetings held:14 No. of meetings attended:12	No. of meetings held:14 No. of meetings attended: 14	No. of meetings held: 14 No. of meetings attended: 14

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