



### NTPC Limited

CIN: L40101DL1975GOI007966

Regd. Office: NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road,  
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 46<sup>th</sup> Annual General Meeting of the members of NTPC Limited will be held on Tuesday, 30<sup>th</sup> August 2022 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 Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, the reports of the Board of Directors and Auditors thereon 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 audited Standalone & Consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March 2022 and the reports of the Board of Directors and 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 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 an interim dividend @ 40% (₹4.00 per equity share of ₹10/-) on the paid up equity share capital of the Company and final dividend @ 30% (₹ 3.00 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 2021-22.

3. **To appoint Shri Ramesh Babu V. (DIN:08736805) Director (Operations), 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 Ramesh Babu V. (DIN:08736805), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

4. **To fix the remuneration of the Statutory Auditors for the financial year 2022-23 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 2022-23.

#### SPECIAL BUSINESS:

5. **To appoint Shri Vivek Gupta (DIN:08794502), as an Independent Director 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 the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vivek Gupta (DIN: 08794502), who was appointed as Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 for a period of three years or until further orders and subsequently appointed as an Additional Director by the Board of Directors with effect from 30<sup>th</sup> November 2021, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

6. **To appoint Shri Jitendra Jayantilal Tanna (DIN: 09403346), as an Independent Director 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 the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Jitendra Jayantilal Tanna (DIN: 09403346), who



was appointed as an Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 for a period of three years or until further orders and subsequently appointed as an Additional Director by the Board of Directors with effect from 30<sup>th</sup> November 2021, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

**7. To appoint Shri Vidyadhar Vaishampayan (DIN:02667949), as an Independent Director 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 the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vidyadhar Vaishampayan (DIN:02667949), who was appointed as an Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 read with order dated 22<sup>nd</sup> November 2021 for a period of three years or until further orders and subsequently appointed as an Additional Director by the Board of Directors with effect from 30<sup>th</sup> November 2021, be and is hereby appointed as an Independent Director of the Company on terms & conditions fixed by the Government of India.

**8. To appoint Ms. Sangitha Varier (DIN:09402812), as a Woman Independent Director 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 the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sangitha Varier (DIN:09402812), who was appointed as Woman Independent Director, by the President of India vide Ministry of Power Order no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 for a period of three years or until further orders and subsequently appointed as an Additional Director by the Board of Directors with effect from 7<sup>th</sup> December, 2021, be and is hereby appointed as a Woman Independent Director of the Company on terms & conditions fixed by the Government of India.

**9. To appoint Shri Piyush Surendrapal Singh (DIN: 07492389), as Government Nominee Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Piyush Surendrapal Singh (DIN: 07492389), who was appointed as Government Nominee Director, by the President of India vide Ministry of Power Order No. 8/6/2018-Th.I dated 30<sup>th</sup> May, 2022, and subsequently appointed as an Additional Director by the Board of Directors with effect from 31<sup>st</sup> May 2022 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Government Nominee Director of the Company on terms & conditions fixed by the Government of India and he shall be liable to retire by rotation.

**10. To appoint Shri Jaikumar Srinivasan (DIN: 01220828), as Director (Finance) of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Jaikumar Srinivasan (DIN: 01220828), who was appointed as Director (Finance), by the President of India vide Ministry of Power Order No. 8/7/2021-Th-1 dated 15<sup>th</sup> July 2022 and subsequently appointed as an Additional Director and designated as Director (Finance) by the Board of Directors with effect from 21<sup>st</sup> July 2022 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director (Finance) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

**11. To ratify the remuneration of the Cost Auditors for the financial year 2022-23 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 ₹ 46,99,000/- (Rupees Forty-Six Lakh and ninety nine 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 2022-23 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.

**12. To raise funds up to ₹12,000 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 ("NCDs/Bonds") up to ₹12,000 Crore in one or more tranches/series not exceeding 12 (twelve), 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 2023-24 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the Company approved by the shareholders under Section 180 (1) (c) of Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such NCDs 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 NCDs as it may, in its absolute discretion, consider necessary.

By order of the Board of Directors

(Nandini Sarkar)  
Company Secretary

Place: New Delhi  
Date: 30<sup>th</sup> July, 2022

**Notes: -**

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, 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 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository participants/Depositories. Members may please note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.ntpc.co.in](http://www.ntpc.co.in), website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). Shareholders are advised to contact RTA, at the address mentioned in Para 12 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 sachin@companylawworld.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 45<sup>th</sup> Annual General Meeting held on September 28, 2021, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2021-22. Accordingly, the Board of Directors has fixed audit fee of ₹2,36,78,000/- (Rupees Two Crore Thirty Six Lakh Seventy Eight Thousand only) for the Statutory Auditors for the financial year 2021-22 in addition to applicable GST and reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units. The Statutory Auditors of the Company for the year 2022-23 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 2022-23.
7. 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.
8. 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. The company has received requisite notice under section 160 of companies Act, 2013 in respect of Directors proposed to be appointed at this AGM.
9. None of the Directors of the Company is in any way related with each other.

#### DIVIDEND

10. The Board of Directors, in its meeting held on January 29, 2022 had declared an interim dividend @ 40 % (₹4.00 per share) on the paid-up equity share capital of the company which was paid on February 21, 2022. Further, the Board of Directors, in its Meeting held on May 20, 2022 has recommended a final dividend @ 30% (₹ 3.00 per share) on the paid-up equity share capital of the Company.
11. The Company has fixed August 11, 2022 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 September 12, 2022.

#### TDS on dividend

12. 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"). 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, August 18, 2022. 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](mailto:tdsdiv@ntpc.co.in) and [dividend.ntpc@taxcpc.com](mailto:dividend.ntpc@taxcpc.com), to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post, August 18, 2022, 17:30 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 dividend 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 3<sup>rd</sup> Floor, Beetal House, 99, Madangir, Delhi-110062 :

- 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

13. Pursuant to the provisions of section 124(5) of the Companies Act, 2013, read with Regulation 61A of Securities and Exchange Board of India (LODR) (Fifth Amendment) Regulations, 2021, the Company has transferred the unpaid or unclaimed interim dividend and final dividend for the financial year 2013-14 and unclaimed interest on Tax Free Bonds 2013 paid in 2014-15 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, 2022 on the website of the Company ([www.ntpc.co.in](http://www.ntpc.co.in)) and also on the website of the Ministry of Corporate Affairs (<https://www.iepf.gov.in>) as per timelines stated in IEPF Rules.
14. 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.
15. Unclaimed final dividend for the financial year 2014-15 and Interim dividend for the financial year 2015-16 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before November 18, 2022 and March 30, 2023 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. Further, application money refund on Tax Free Bonds 2015 and unclaimed interest on Tax Free Bonds 2013 paid in 2015-16 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before October 5, 2022 and December 16, 2022 respectively.

#### WEBCASTING

16. 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, 30<sup>th</sup> August 2022 .

#### PROCEDURE FOR INSPECTION OF DOCUMENTS:

17. 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 [agm2022@ntpc.co.in](mailto:agm2022@ntpc.co.in).

#### OTHER INFORMATION:

18. 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.
19. **As per SEBI notification dated 8<sup>th</sup> June, 2018 read with notification dated 24<sup>th</sup> January 2022, any requests for effecting transfer/transmission/ transposition 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.**
20. 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.
21. 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.
22. Annual listing fee for the year 2022-23 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2022-23 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
23. 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. 5: To appoint Shri Vivek Gupta (DIN:08794502), as an Independent Director**

Shri Vivek Gupta (DIN:08794502) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 for a period of three years or until further orders. The appointment of Shri Vivek Gupta as Independent Director was also recommended by the Nomination & Remuneration Committee including PRP of the Board through resolution passed on 29<sup>th</sup> November 2021. He was appointed as an Additional Director with effect from 30<sup>th</sup> November 2021, to hold office up to this Annual General Meeting.

Shri Vivek Gupta is a Management Graduate with a degree of Law. Shri Vivek Gupta has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 Vivek Gupta, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

**Item No. 6: To appoint Shri Jitendra Jayantilal Tanna (DIN: 09403346), as an Independent Director**

Shri Jitendra Jayantilal Tanna (DIN: 09403346) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 for a period of three years or until further orders. The appointment of Shri Jitendra Jayantilal Tanna as Independent Director was also recommended by the Nomination & Remuneration Committee including PRP of the Board through resolution passed on 29<sup>th</sup> November 2021. He was appointed as an Additional Director with effect from 30<sup>th</sup> November 2021, to hold office up to this Annual General Meeting.

Shri Jitendra Jayantilal Tanna is a Chartered Accountant by profession. He is also a Commerce Graduate. He has expertise in areas of Direct Taxation, Audit and Finance Management. Shri Jitendra Jayantilal Tanna has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 Jitendra Jayantilal Tanna, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

**Item No. 7: To appoint Shri Vidyadhar Vaishampayan (DIN:02667949), as an Independent Director**

Shri Vidyadhar Vaishampayan (DIN:02667949) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 read with order dated 22<sup>nd</sup> November, 2022 for a period of three years or until further orders. The appointment of Shri Vidyadhar Vaishampayan as Independent Director was also recommended by the Nomination & Remuneration Committee including PRP of the Board through resolution passed on 29<sup>th</sup> November 2021. He was appointed as an Additional Director with effect from 30<sup>th</sup> November 2021, to hold office up to this Annual General Meeting.

Shri Vidyadhar Vaishampayan is M-Tech from IIT-Mumbai and he has also completed Executive Development Study from IIM-Bangalore. Shri Vidyadhar Vaishampayan has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 Vidyadhar Vaishampayan, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

**Item No. 8: To appoint Ms. Sangitha Varier (DIN:09402812), as a Woman Independent Director**

Ms. Sangitha Varier (DIN:09402812) was appointed as an Independent Director, by the President of India vide Ministry of Power letter no. 8/4/2020-Th.1 dated 12<sup>th</sup> November 2021 for a period of three years or until further orders. The appointment of Ms. Sangitha Varier as Independent Director was also recommended by the Nomination & Remuneration Committee including PRP of the Board through resolution passed on 3<sup>rd</sup> December 2021. She was appointed as an Additional Director with effect from 7<sup>th</sup> December 2021, to hold office up to this Annual General Meeting.

Ms. Sangitha Varier is a Commerce Graduate and Bachelor in Education (B. Ed.). Ms. Sangitha Varier has given a declaration to the effect that she meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Her 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 Ms. Sangitha Varier, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

**Item No. 9: To appoint Shri Piyush Surendrapal Singh (DIN: 07492389), as a Government Nominee Director**

Shri Piyush Surendrapal Singh (DIN:07492389) was appointed as a Government Nominee Director, by the President of India vide Ministry of Power letter no. 8/6/2018-Th.1 dated 30<sup>th</sup> May 2022. He was appointed as an Additional Director with effect from 31<sup>st</sup> May 2022, to hold office up to this Annual General Meeting. The appointment of Shri Piyush Surendrapal Singh as Government Nominee Director was also recommended by the Nomination & Remuneration Committee including PRP of the Board in its meeting held on 31<sup>st</sup> May 2022.

Shri Piyush Surendrapal Singh has done B. Tech (Civil) from IIT Delhi. He worked in various capacities in District Administration, Department of Social Justice & Empowerment and Department of health & family welfare, Government of Maharashtra. He is not disqualified from being appointed as a Director.

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 Piyush Surendrapal Singh, is in any way, concerned or interested, financially or otherwise, in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for your approval.

**Item No.10: Appointment of Shri Jaikumar Srinivasan (DIN:0122828) as Director (Finance)**

Shri Jaikumar Srinivasan (DIN: 0122828), was appointed as Director (Finance), by the President of India vide Ministry of Power Order No. 8/7/2021-Th.1 dated 15<sup>th</sup> July, 2022 till the date of superannuation or until further orders, whichever is earlier and was accordingly appointed as an Additional Director w.e.f. the date of taking over charge and to hold office up to this Annual General Meeting on the basis of recommendation of Nomination & Remuneration Committee including PRP. He has taken charge as Director (Finance), NTPC on 21<sup>st</sup> July, 2022. The terms and conditions regulating the appointment of Shri Jaikumar Srinivasan as Director (Finance) shall be determined by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

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

The Board recommends the resolution for your approval.



#### Item No. 11: Ratification of Remuneration payable to Cost Auditors

Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2022-23 was decided by the Board of Directors. The Board of Directors in its meeting held on 5<sup>th</sup> March 2022 has accorded approval for payment of total fee of ₹ 46,99,000/- (Rupees Forty-Six Lakh and ninety nine thousand only) for cost audit for the Financial year 2022-23. 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 2022-23.

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. 12: To raise funds up to ₹ 12,000 Crore through issue of Bonds/Debentures on Private Placement basis

The Company is the largest power producer in India. As the Company is under 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 NCDs, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc. The NCDs 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 NCDs.

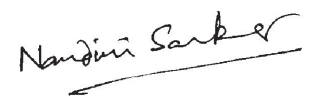
The provisions of Section 42 of Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require the Company to seek a Special Resolution from its shareholders for raising the NCDs on private placement basis. However, in case of offer or invitation 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 ("NCDs/Bonds") up to ₹12,000 Crore in one or more tranches/series not exceeding 12 (twelve), 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 2023-24 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 29<sup>th</sup> July 2022 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: 30<sup>th</sup> July, 2022





**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 served 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 served basis.
2. The voting period begins on **Friday, 26<sup>th</sup> August, 2022 at 9:00 AM (IST)** and ends on **Monday, 29<sup>th</sup> August, 2022 at 5:00 PM. (IST)** 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, 23<sup>rd</sup> August 2022** 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 [agm2022@ntpc.co.in](mailto:agm2022@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 [agm2022@ntpc.co.in](mailto:agm2022@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 December 9, 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email 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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 &amp; 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 above mentioned 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8.) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) 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](http://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](mailto: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](mailto: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 email ID [sachin@companylawworld.com](mailto:sachin@companylawworld.com) and to the Company at the email address viz; [agm2022@ntpc.co.in](mailto:agm2022@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 the 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33**

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33





### Brief resume of Directors seeking appointment/re-appointment:

Name	Shri Vivek Gupta	Shri Jitendra Jayantilal Tanna	Shri Vidyadhar Vaishampayan	Ms. Sangitha Varier	Shri Piyush Surendrapal Singh	Shri Jaikumar Srinivasan	Shri Ramesh Babu V
Date of Birth & Age	10/03/1973 49 years	31/08/1974 47 years	15/08/1963 58 years	02/05/1964 58 years	26/10/1976 45 years	29/12/1966 55 years	7/1/1964 58 Years
Date of Appointment	30/11/2021	30/11/2021	30/11/2021	07/12/2021	31/05/2022	21/07/2022	1/5/2020
Qualifications	Management Graduate with a degree of Law.	Chartered Accountant by profession and Graduate in Commerce.	M-Tech from IIT-Mumbai and Executive Development Study from IIM-Bangalore	Graduate in Commerce and Bachelor in Education (B. Ed.).	IAS Officer from Maharashtra Cadre and B.Tech (Civil) from IIT Delhi	Commerce Graduate and an Associate Member of the Institute of Cost Accountants of India.	Mechanical Engineering graduate from NIT Srinagar and Masters in Thermal engineering from IIT Delhi
Expertise in specific functional area	He is founder CEO in Jaipur scientific instrument, Jaipur Scientific Agriculture Research Sol. Pvt. Ltd.	He has functional expertise in areas of Direct Taxation, Audit and Finance Management.	He is an active member of various social organizations and groups. He was associated with TJSB Sahakari Bank Ltd., Thane Maharashtra, since 1994 and was elected as a Board Member for tenure of 1994-2002 and was member of various sub committees. From 2002-2005, he has been elected as Vice-chairman, then in 2005-2015, he has been elected as a Chairman and in 2015-2020, he was a Director of the Bank. He was also Director in National Federation of Urban Co-Operative Bank and was member of RBI Task Force from 2014 to 2019.	She is Director of The Arya Vaidya Pharmacy Ayurveda Hospital & Training Academy, a wing of The Arya Vaidya Pharmacy (Coimbatore) Ltd. She also headed the Administration and Academics of four Chinmaya Vidyalaya Schools as Correspondent. Presently she is General Secretary in Seva Bharathi, Tamil Nadu.	He has worked in various capacities in District Administration, Department of Social Justice & Empowerment and Department of health & family welfare, Government of Maharashtra. He also served in Uttarakhand Planning department, Dehradun. He has wide experience in the area of Public Administration and Planning.	He has more than 30 years of experience in Power and Mining sector in State and Central PSUs in the field of Finance, Accounts, Taxation, Commercial, Electricity regulation, Renewables, IT, Project development etc. with 8 years Board level exposure. Before his appointment as Director (Finance), NTPC Limited, he has served as Director (Finance) of NLC India Limited. He has also served as Director (Finance) of Maharashtra State Electricity and Distribution Company Limited & MAHAGENCO.	He joined NTPC as 12th batch Executive Trainee (ET) in 1987. He has over 34 years of vast experience with outstanding contribution in management of large size plants in the area of power plant operation & maintenance, Renovation & modernization of old units and in area of efficiency and systems improvement of thermal plants.
Directorship held in other companies	Drinkbucket Private Limited.	NIL	NIL	NIL	NIL	NIL <sup>#</sup>	1. Kanti Bijli Utpadan Nigam Limited. 2. NTPC Tamil Nadu Energy Co. Ltd. 3. Nabinagar Power Generating Company Limited 4. Bhartiya Rail Bijlee Co. Limited 5. Meja Urja Nigam Pvt. Limited
Memberships/ Chairmanship of Committees across all Public Companies*	Audit Committee: NTPC Limited - Member Stakeholder's Relationship Committee: NTPC Limited - Chairman	Audit Committee: NTPC Limited - Chairman Stakeholder's Relationship Committee: Nil	Audit Committee: NTPC Limited - Member Stakeholder's Relationship Committee: NTPC Limited - Member	Audit Committee: NTPC Limited - Member Stakeholder's Relationship Committee: NIL	Audit Committee: NIL Stakeholder's Relationship Committee: NIL	Audit Committee: NIL <sup>#</sup> Stakeholder's Relationship Committee: NIL <sup>#</sup>	Audit Committee: NIL Stakeholder's Relationship Committee: NIL
No. of Shares held in NTPC Limited as on 31.03.2022	NIL	NIL	NIL	NIL	NIL	5 <sup>#</sup>	3240
Attendance in Board Meetings held during 2021-22	No. of meetings held: 6 No. of meetings attended: 6	No. of meetings held: 6 No. of meetings attended: 6	No. of meetings held: 6 No. of meetings attended: 6	No. of meetings held: 5 No. of meetings attended: 5	No. of meetings held: N.A. No. of meetings attended: N.A.	No. of meetings held: N.A. No. of meetings attended: N.A.	No. of meetings held: 15 No. of meetings attended: 15

\*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.

# as on 30<sup>th</sup> July 2022