

NTPC Limited

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 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 **43rd Annual General Meeting** of the Members of **NTPC Limited** will be held on **Wednesday, 21st August, 2019 at 10.30 A.M. at Manekshaw Centre, Parade Road, New Delhi – 110 010** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2019, the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2019 and the report of the Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2018-19.
3. To appoint a Director in place of Shri Anand Kumar Gupta, Director (Commercial) (DIN: 07269906), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors for the year 2019-20.

SPECIAL BUSINESS:

5. To appoint Shri Anurag Agarwal (DIN: 01360908), 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, Shri Anurag Agarwal (DIN: 01360908), who was appointed as Government Nominee Director, by the President of India vide Ministry of Power letter No. 20/08/2016-Coord (Pt-V) dated 7th June, 2019 and subsequently appointed as an Additional Director by the Board of Directors with effect from 1st July 2019 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 as may be fixed by the Government of India and he shall not be liable to retire by rotation.
6. To re-appoint Dr. Gauri Trivedi (DIN: 06502788), as 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, Dr. Gauri Trivedi (DIN: 06502788), who was re-appointed as Independent Director, by the President of India vide letter no. 20/06/2017-Coord dated 22nd November, 2018 issued by the Ministry of Power for a period of one year from the date of completion of existing tenure i.e. 15th November 2018 or until further orders whichever is earlier and subsequently appointed as an Additional Director by the Board of Directors with effect from 16th November 2018, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company on terms & conditions as may be fixed by the Government of India.
7. To Increase borrowing limit of the Company from Rs. 1,50,000 Crore to Rs. 2,00,000 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 through postal ballot on 5th September, 2014, 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 Rs.2,00,000 Crore (Rupees Two Lakh 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 create Mortgage and/or charge over the movable and immovable properties 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.

Resolved further 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 resolution.

9. To ratify the remuneration of the Cost Auditors for the financial year 2019-20 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 Rs. 37,21,250/- (Rupees thirty seven lacs twenty one thousand two hundred fifty only) excluding statutory levies, 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 2019-20 as per detail set out in the Statement annexed to the Notice convening this Meeting.

Resolved further 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 up to Rs.15,000 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 is 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") upto Rs.15,000 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 2020-21 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 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

(Nandini Sarkar)
Company Secretary

Place: New Delhi
Date: 8th July, 2019



Notes: -

1. 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.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. In order to be effective, the proxy form duly completed should be deposited at the registered office of the company not less than forty-eight hours before the scheduled time of the Annual General Meeting. Blank proxy form is enclosed.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is annexed hereto and forms part of the Notice.
6. Members are requested to: -
 - i. note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - ii. bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - iii. note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Alankit Assignments Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
 - iv. deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - v. note that in case of joint holders attending the meeting, only such joint holder whose name is higher in the register of member will be entitled to vote.
 - vi. quote their Folio / Client ID & DP ID Nos. in all correspondence.
 - vii. note that due to strict security reasons mobile phones, briefcases, eatables and other belongings will not be allowed inside the Hall.
 - viii. note that no gifts/coupons will be distributed at the Annual General Meeting.
7. The Board of Directors, in its meeting held on January 30, 2019, had declared an interim dividend @ 35.80% (Rs. 3.58 per share) on the paid-up equity share capital of the company which was paid on February 14, 2019. Members who have not encashed or not received their dividend warrants may approach RTA of the Company for revalidating the warrants or for obtaining duplicate warrants. The Board of Directors, in its Meeting held on May 25, 2019, has recommended a final dividend @ 25.00% (Rs. 2.50 per share) on the paid-up equity share capital of the company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from August 15, 2019 to August 21, 2019 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of Section 91 of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on September 3, 2019 to the Members whose names appear on the Company's Register of Members in respect of physical shares on August 21, 2019. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on August 14, 2019.
9. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed final dividend for the financial year 2010-11 and interim dividend for the financial year 2011-12, on or before due dates, to the



Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 20, 2018 (date of last Annual General Meeting) on the website of the Company (www.ntpc.co.in) and also on the website of the Ministry of Corporate Affairs (<http://www.iepf.gov.in>).

10. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. 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.
11. Unclaimed final dividend for the financial year 2011-12 and Interim dividend for the financial year 2012-13 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 16th November, 2019 and 1st May, 2020 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 7 (seven) consecutive years shall also be liable to be transferred to the account of IEPF.
12. Members, who have not registered their NECS Mandate, are requested to send their NECS Mandate Form to the RTA / Investor Service Department of the Company or to their DP, as the case may be. For any change in bank particulars due to bank had migrated their operations to core banking solutions, Members are requested to register a fresh NECS Mandate with the revised bank particulars.
13. 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.
14. **SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above, Shareholders holding shares in physical form, are advised to dematerialize their shares.**
15. 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.
16. Members are requested to notify immediately any change of address:
 - i. to their DP in respect of shares held in dematerialized form, and
 - ii. to the Company at its Registered Office or to its RTA in respect of their physical shares, if any, quoting their folio number.
17. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to Company Secretary of the Company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
18. Annual listing fee for the year 2019-20 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2019-20 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
19. 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 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 42nd Annual General Meeting held on September 20, 2018, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2018-19. Accordingly, the Board of Directors has fixed audit fee of Rs. 1,77,10,000/- (Rupees One Crore Seventy Seven Lakh Ten Thousand only) for the Statutory Auditors for the financial year 2018-19 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 2019-20 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 2019-20.
20. None of the Directors of the Company is in any way related with each other.
21. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on



- all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
22. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA. Members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or with RTA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. of the Company electronically.
 23. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
 24. In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering remote E- voting facility to all the Shareholders of the Company in respect of items to be transacted at this Annual General Meeting. User ID and Password including instructions for e-voting are given overleaf of Proxy form. All members are requested to read those instructions carefully before casting their e-vote. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting. Members who have not voted electronically can cast their vote at the meeting.
 25. In compliance with the provisions of Regulation 44(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide live webcast of proceedings of AGM from 10.30 A.M. onwards till the conclusion of the meeting on Wednesday, August 21, 2019 on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed.
 26. Members and Proxy holders may please carry photo-ID card for identification/verification purposes.
 27. Route Map for venue of the meeting is enclosed.

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EXPLANATORY STATEMENT

Item No. 5

Shri Anurag Agarwal (DIN: 01360908), was appointed as Government Nominee Director of the Company by the President of India vide letter No. 20/08/2016-Coord. (Pt-V) dated 7th June 2019 and was accordingly appointed as Additional Director w.e.f. 1st July 2019, to hold office up to this Annual General Meeting. Shri Anurag Agarwal, if appointed, shall not be liable to retire by rotation.

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 Anurag Agarwal, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 6

In pursuance of Article 40/41 of the Articles of Association of NTPC Ltd., Ministry of Power acting on behalf of the President of India had appointed Dr. Gauri Trivedi (DIN: 06502788) as Non-Official part-time Director i.e. Independent Director of the Company vide letter No.08/06/2013-Th-I dated 16th November, 2015 for a period of three years. Her tenure of appointment was completed on 15th November, 2018. Subsequently, President of India vide Ministry of Power, letter no. 20/6/2017-Coord dated 22nd November, 2018, re-appointed Dr. Gauri Trivedi as Non-official Independent Director on the Board of NTPC for a period of one year w.e.f. the date of completion of her existing tenure, or until further orders, whichever is earlier. Accordingly, Dr. Gauri Trivedi was appointed as Additional Director w.e.f. 16th November 2018 subject to approval of shareholders in General Meeting as per the provisions of Section 149(10) of the Companies Act, 2013. Appointment of Dr. Gauri Trivedi was also recommended by the Nomination & Remuneration Committee of the Board.

Her brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairperson of Committees and other particulars are provided elsewhere, which forms part of this notice. Dr. Gauri Trivedi has wide experience in the area of Public Administration, Academics and Management. Her association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Dr. Gauri Trivedi as an Independent Director. Dr. Gauri Trivedi 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 and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Gauri Trivedi, is in any way, concerned or interested, financially or otherwise, in the special resolution.

The Board recommends the resolution for your approval.

Item No. 7

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 55,126 MW (including generation from subsidiaries & joint ventures) as on 31st March 2019. 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 borrowings, 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 through Postal ballot on 5th September, 2014 had authorized Board of Directors to borrow upto Rs. 1,50,000 Crore i.e. in excess of paid up share capital and free reserves. Keeping in view of fund requirements of the Company due to capacity addition programme, the limit of Rs. 1,50,000 Crore is required to be increased. As per estimates, on the basis of capital outlay envisaged, the proposed debt requirement of both ongoing projects and new projects upto 2022 will be approx. Rs. 2,00,000 Crore, which will exceed paid up share capital, free reserves and securities premium of the Company.

In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution(s), for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital of the Company, its free reserves and



share premium 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 Rs. 2,00,000 Crore.

The Board of Directors of the Company, in its 471st Meeting held on 3rd May, 2019, had approved the above proposal and recommended the proposal for approval of shareholders.

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

Item No. 8

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.

As the Company is under a rapid capacity expansion mode, 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. As creation of charge / mortgage tantamount to otherwise disposing off the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 .

The Board of Directors of the Company, in its 471st Meeting held on 3rd May, 2019, had approved the above proposal and recommended the proposal for approval of shareholders.

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

Item No. 9

Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2019-20 was decided by the Board of Directors on the outcomes of Expression of Interest (EOI). Total fee of Rs.37,21,250/- (Rupees thirty seven lacs twenty one thousand two hundred fifty only) excluding statutory levies, is payable for cost audit for the Financial year 2019-20 as approved by the Board of Directors in its meeting held on 1st July, 2019. The fee structure for cost audit is broadly based on station capacity and number of stations.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration as 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 2019-20.

The Board of Directors of the Company, in its 473rd Meeting held on 1st July, 2019, had approved the above proposal and recommended the proposal for ratification by the Shareholders.

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

Item No. 10

The Company is the largest power producer in India with installed capacity of 55,126 MW (including generation from subsidiaries & joint ventures) as on 31st March, 2019. The projects of the Company (except Renewable Energy Projects) are to be financed by debt & equity in the ratio of 70:30. Renewable Energy Projects are to be financed by debt & equity in the ratio of 80:20. 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") upto Rs.15,000 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 2020-21 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 473rd Meeting held on 1st July 2019, had 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

(Nandini Sarkar)
Company Secretary

Place: New Delhi
Date: 8th July, 2019



Brief resume of Director seeking appointment/reappointment:

Name	Shri A.K. Gupta	Shri Anurag Agarwal	Dr. Gauri Trivedi
Date of Birth & Age	15/07/1960 59 Years	11/03/1966 53 Years	18/05/1960 59 Years
Date of Appointment	03/02/2017	01/07/2019	16/11/2018
Qualifications	Graduate in Electrical Engineering	B.Tech (Mechanical), IIT Kanpur	M.A. (Political Science) from JNU, Delhi, M. Phil (Soviet Studies), JNU, Delhi, Doctorate in Philosophy from Institute of Social & Economic Change, Bangalore and Institute of Development Studies, Mysore and PGPPM from Indian Institute of Management (IIM), Bangalore.
Expertise in specific functional area	Shri A.K. Gupta was appointed as Director (Commercial) w.e.f. 3 rd February, 2017. Before joining as Director (Commercial) during his career of over 38 years, he headed various departments including Commercial, Business Development and Engineering. He made major contributions in development of international business for NTPC, evolving commercial strategies for changing business scenario, development of new projects and improving plant operations.	Shri Anurag Agarwal is an Indian Administrative Service Officer of Punjab Cadre (1990 Batch). He is presently working as Additional Secretary & Financial Advisor, Ministry of Power.	Dr. Gauri Trivedi had held number of administrative posts in Karnataka. She had also been General Manager (Handloom & Handicrafts Export Corporation), Director of Tea Promotion (WANA), Managing Director (HESCOM), a power distribution company, Managing Director (Karnataka State Food & Civil Supplies Corporation), Secretary to Government, Revenue Department, Govt. of Karnataka and Secretary to the Governor of Karnataka. She had been guest faculty in a number of reputed institutes teaching governance, public policy, rural planning and management.
Directorship held in other companies	1. NTPC GE Power Services (P) Ltd.- Part - Time Chairman 2. PTC India Limited- Part - Time Nominee Director (Listed) 3. Nabinagar Power Generating Co. Ltd.-Part Time Chairman 4. Bhartiya Rail Bijlee Company Ltd.-Part Time Chairman 5. Trincomalee Power Co. Ltd.-Part Time Director (Foreign Company)	Power Grid Corporation of India Limited - Govt. Nominee Director (Listed)	1. Sintex Plastic Limited (Listed) 2. Denis Chem Lab Limited (Listed) 3. Adani Power Limited (Listed) 4. Energy Efficiency Services Limited (Listed) 5. Sintex-BAPL Limited 6. Udupi Power Corporation Limited
Memberships/ Chairmanship of Committees across all Public Companies*	NIL	NIL	Audit Committee: 1. NTPC Limited - Chairperson Stakeholders' Relationship Committee: 1. Energy Efficiency Services Limited- Member
No. of Shares held in NTPC Limited as on 31.03.2019	7224	NIL	NIL
Attendance in Board Meetings during FY 2018-19	No. of Meetings during FY 2018-19= 12 No. of Meetings attended = 12	N.A.	No. of Meetings during FY 2018-19 =12 No. of Meetings attended = 8

*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.



NTPC Limited

CIN: L40101DL1975GOI007966

Regd. Office : NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110 003
Tel : 011-24360959 **Fax:** 011-24360241 **Web:** www.ntpc.co.in **Email:** csntpc@ntpc.co.in

ADDENDUM TO THE NOTICE OF THE 43rd ANNUAL GENERAL MEETING

With approval of the Board of Directors of the Company, notice dated 8th July 2019 for convening the 43rd Annual General Meeting (AGM) scheduled to be held on Wednesday, 21st August 2019 at 10:30 A.M. was released for publication and dispatch to the shareholder(s). In the aforesaid notice Agenda Item No(s).1 to 10 are proposed to be transacted at the AGM and Company is offering remote e-Voting facility to its Shareholders in respect of all resolutions.

In order to enable the Shareholders to exercise their voting rights through remote e-Voting facility or at the AGM on informed basis, it is necessary that any material events occurred subsequent to 8th July 2019 shall be brought to the notice of all the Shareholders of the Company.

Subsequent to printing of the aforesaid Notice, there has been material event as explained in this Addendum, due to which the Agenda Item No. 5 as contained in the said Notice of AGM needs to be withdrawn.

This Addendum to the Notice of AGM shall form an integral part of the Notice dated 8th July 2019. The Addendum to Notice of AGM is available at the Company's website at www.ntpc.co.in and at the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com along with notice dated 8th July 2019.

WITHDRAWAL OF EXISTING AGENDA ITEM NO. 5 OF THE NOTICE OF AGM PERTAINING TO APPOINTMENT OF SHRI ANURAG AGARWAL (DIN: 01360908) AS GOVERNMENT NOMINEE DIRECTOR

In the aforesaid notice, the proposal for appointment of Shri Anurag Agarwal (DIN: 01360908) as Government Nominee Director was proposed at Item No. 5 as an ORDINARY RESOLUTION.

Subsequent to printing of the aforesaid Notice, Ministry of Power vide its letter No. 2/4/2019-Adm.II dated 12th July 2019 had informed that Shri Anurag Agarwal, Additional Secretary & Financial Adviser, Ministry of Power has been relieved of his duties in Ministry of Power on his premature repatriation. As per the provisions of Article 41(iv) of the Articles of Association of the Company, a Director representing the Government Department shall retire on his ceasing to be an official of that Department.

Accordingly, Shri Anurag Agarwal has ceased to be the Director of NTPC w.e.f. 12th July 2019.

In view of above, Item no. 5 regarding appointment of Shri Anurag Agarwal shall be withdrawn and all remaining items shall be re-numbered accordingly. Revised proxy form is printed overleaf.

Accordingly, all the concerned Shareholders, Stock Exchanges, Registrar and Share Transfer Agents, NSDL, other Authorities, Regulators and all other concerned persons are requested to take notice of the same.

By order of the Board of Directors

Nandini Sarkar

(Nandini Sarkar)
Company Secretary

Place: New Delhi

Date: 18th July, 2019

NTPC Limited

CIN: L40101DL1975GOI007966

Regd. Office : NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110 003

Tel : 011-24360959 Fax: 011-24360241 Web: www.ntpc.co.in Email: csntpc@ntpc.co.in

FORM OF PROXY

Name of the member(s):	
Registered address:	
Folio No/ DP ID- Client Id:	
Email Id	
No. of Shares held	

I/We, being the member(s) of shares of the above named company, hereby appoint:

1.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
2.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
3.	Name:		Signature:	
	Address:			
	E-mail Id:			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Wednesday, 21st August, 2019 at 10:30 A.M.** at Manekshaw Centre, Parade Road, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of audited standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon		
2.	Confirmation of payment of interim dividend and to declare final dividend for the year 2018-19		
3.	Re-appointment of Shri A.K. Gupta (DIN: 07269906), who retires by rotation		
4.	Fixation of remuneration of Statutory Auditors		
Special Business			
5.	Re-appointment of Dr. Gauri Trivedi (DIN: 06502788), as Independent Director		
6.	Increase in borrowing limit of the Company from Rs. 1,50,000 Crore to Rs. 2,00,000 Crore		
7.	Creation of Mortgage and/or charge over the movable and immovable properties of the Company		
8.	To ratify the remuneration of the Cost Auditors for the financial year 2019-20		
9.	Raising of funds up to Rs. 15,000 Crore through issue of Bonds/Debentures on Private Placement basis		

Signed this..... day of..... 2019

Signature of shareholder _____ Signature of Proxy holder _____

Affix Revenue
Stamp of
Rs.1/-

Note: The voting result shall be disclosed on the website of the company and to the stock exchanges within 48 hours of the conclusion of the meeting.

PROCEDURE AND INSTRUCTIONS FOR REMOTE e-VOTING:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-Voting). Instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
2. Members are provided with the facility for voting through electronic voting system at the AGM and Members attending the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
3. Members who have cast their vote by remote e-Voting prior to the AGM are also eligible to attend the AGM but shall not be entitled to cast their vote again.
4. Members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e. **Wednesday, 14th August 2019**, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Sunday, 18th August 2019 at 9:00 A.M. (IST)** and ends on **Tuesday, 20th August 2019, at 5:00 P.M. (IST)**. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
5. The instructions for Members for e-Voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step-1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Computer/Laptop or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300** and Client ID is 12***** then your user ID is IN300**12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001** and EVEN is 101456 then user ID is 101456001**.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN No., your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Shri Amit Kaushal, Practicing Company Secretary by e-mail to kaushal.acs@gmail.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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ATTENDANCE SLIP
43rd ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 21st AUGUST, 2019 AT 10.30 A.M.

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of shares held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at 43rd Annual General Meeting of the Company held on Wednesday, 21st August, 2019 at 10:30 A.M. at Manekshaw Centre, Parade Road, New Delhi – 110 010.

Signature of Member/ Proxy

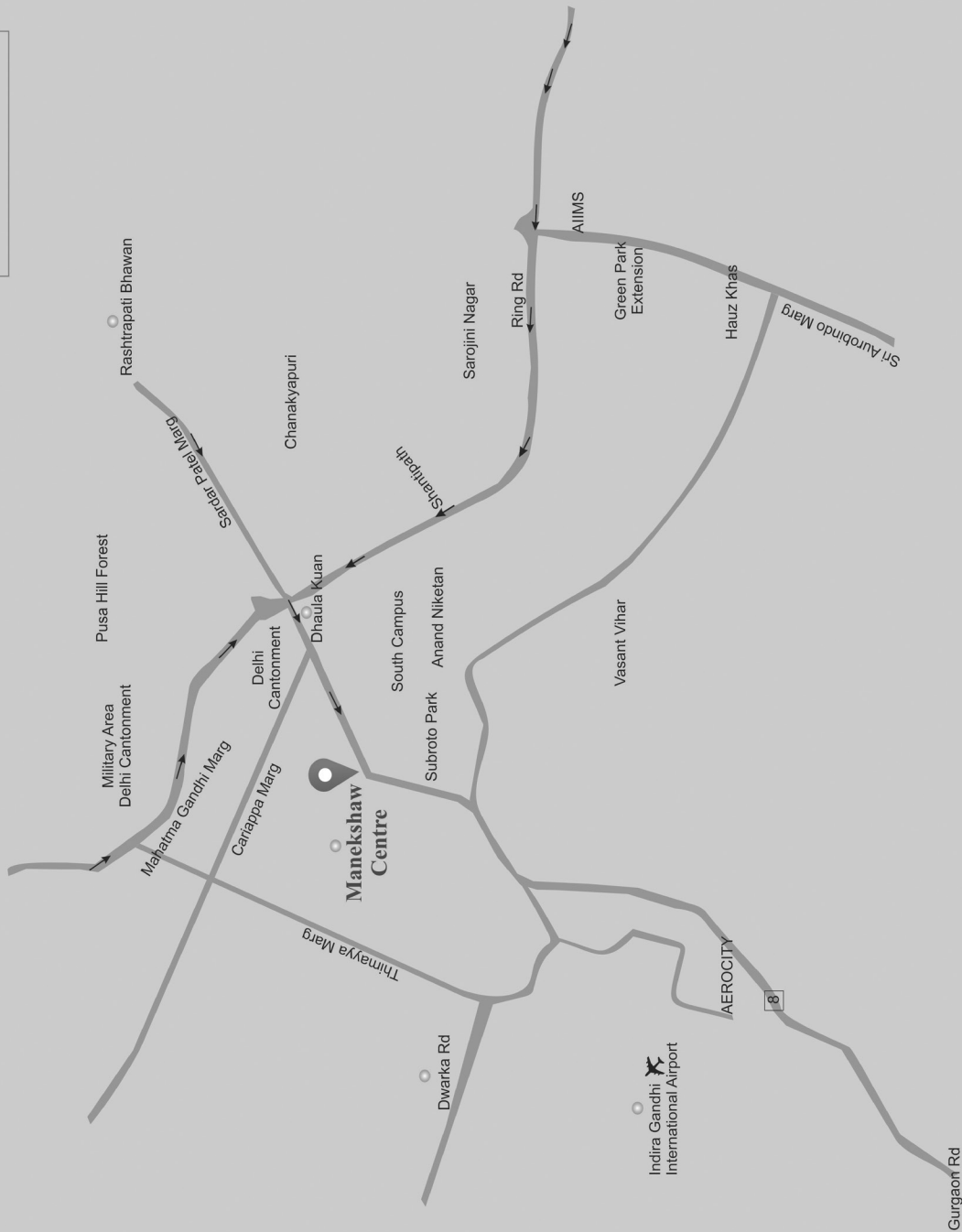
*Applicable in case of shares held in Physical Form.

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with Alankit Assignments Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the counter(s) at the venue against which admission card will be provided. Entry to the hall will be strictly on the basis of admission card as provided by Company. Members in person and Proxy holders may please carry photo-ID card for identification/ verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Hall. Shareholder(s)/proxy holder will be required to take care of their belonging(s).
4. No gifts or coupons will be distributed at the Annual General Meeting.



Location Map



Details :
From Dhaulakuan : 3 KM; Dwarka Rd to : 15 KM; From Vasant Vihar : 3 KM.

