एनटीपीसी लिमिटेड
(भारत सरकार का उद्यम)
NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/Corporate Centre

Ref. No.: 01: SEC: CL-50
Dated: August 28, 2014

To
Manager
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex
Bandra(E)
Mumbai-400 051

Sub: 38th Annual General Meeting held on 27th August, 2014 - Declaration of Results of E-voting and poll at AGM

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-voting) to the Members entitled to cast their vote at the Annual General Meeting. The e-Voting process was carried out by the Company from 10:00 a.m. on Monday 18th August 2014 to 6:00 p.m. on Wednesday 20th August 2014 with cut-off date for determining shareholders, being 18th July, 2014. The Company had also provided ballot voting of all the Resolutions at the AGM held on 27th August, 2014.

Mr. P.K.Mittal, Advocate, M/s PKMG Law Chambers, who was appointed as a scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted his consolidated Report to the Chairman.

The consolidated voting results in terms of Clause 35A of the Listing Agreement and the consolidated Report of the Scrutinizer dated 27th August, 2014 are enclosed herewith.

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 38th Annual General Meeting of the Company have been duly approved by the Shareholders with requisite majority. Please take the same on record.

Thanking you.

Yours faithfully,

(A.K. Rastogi)
Company Secretary &
Compliance Officer

Encl: As above

NTPC LIMITED

38th Annual General Meeting– Details of Voting Results under Clause 35A

Date of the AGM: 27/8/2014

Total number of shareholders on record date: 745448

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	13
Public	19873
Total	**19886**

No. of Shareholders attended the meeting through Video Conferencing: N.A.

Mode of voting: In respect of all Items voting were made by following means:

1. **E-voting** : From 10:00 A.M. on Monday 18th August 2014 to 6:00 p.m. on Wednesday, 20th August 2014.
2. **Poll** : Conducted at the Meeting on 27th August 2014

AGENDA -WISE

Resolution No.1- Ordinary Resolution

Adoption of audited financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	1085461707	2059770	99.8105	0.1894
Public-Others	228669017	101672	0.0445	100760	912	99.1029	0.897
Total	**8245464400**	**7268238129**		**7266177447**	**2060682**		



Resolution No.2 - Ordinary Resolution

Confirmation of payment of interim dividend and to declare final dividend for the year 2013-14.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	1087521477	0	100	0
Public-Others	228669017	101673	0.0445	100505	1168	98.8512	1.1487
Total	**8245464400**	**7268238130**		**7268236962**	**1168**		

Resolution No.3 - Ordinary Resolution

To appoint a director in place of Shri I. J. Kapoor (DIN 02051043), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	1077467356	10054121	99.0755	0.9244
Public-Others	228669017	99250	0.0434	95701	3549	96.4241	3.5758
Total	**8245464400**	**7268235707**		**7258178037**	**10057670**		

Resolution No.4 - Ordinary Resolution

To fix the Remuneration of the statutory auditors.

NTPC Limited एनटीपीसी NTPC NEW DELHI

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1071472449	58.3533	1066422468	5049981	99.5286	0.4713
Public-Others	228669017	100454	0.0439	98681	1773	98.235	1.7649
Total	**8245464400**	**7252187883**		**7247136129**	**5051754**		

SPECIAL BUSINESS

Resolution No.5 - Ordinary Resolution

To appoint Shri. S. C. Pandey (DIN 03142319) as Director (Projects) of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	1077101301	10420176	99.0418	0.9581
Public-Others	228669017	99097	0.0433	95650	3447	96.5215	3.4784
Total	**8245464400**	**7268235554**		**7257811931**	**10423623**		

Resolution No.6 - Ordinary Resolution

To appoint Shri. Kulamani Biswal (DIN 03318539) as Director (Finance) of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=	% of Votes against on votes polled (7)=

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			)]*100			[(4)/(2)] *100	[(5)/(2)] *100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	1084404332	3117145	99.7133	0.2866
Public-Others	228669017	99147	0.0434	95806	3341	96.6302	3.3697
Total	**8245464400**	**7268235604**		**7265115118**	**3120486**		

Resolution No.7 - Ordinary Resolution

To appoint Dr. Pradeep Kumar (DIN 05125269) as Director of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	999524599	87996878	91.9084	8.0915
Public-Others	228669017	99097	0.0433	96838	2259	97.7204	2.2795
Total	**8245464400**	**7268235554**		**7180236417**	**87999137**		

Resolution No.8 - Special Resolution

To raise fund upto Rs. 13,000 crores through issue of bonds/ debentures on private placement basis.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100

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Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087521477	59.2274	1087521477	0	100	0
Public-Others	228669017	100662	0.044	89862	10800	89.271	10.7289
Total	**8245464400**	**7268237119**		**7268226319**	**10800**		

Resolution No.9 - Ordinary Resolution

To ratify the remuneration of the cost auditor for the financial year 2014-15.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6180614980	6180614980	100	6180614980	0	100	0
Public – Institutional holders	1836180403	1087512042	59.2269	1087512042	0	100	0
Public-Others	228669017	99521	0.0435	95900	3621	96.3615	3.6384
Total	**8245464400**	**7268226543**		**7268222922**	**3621**		

All Resolutions as set out in the Notice of 38th Annual General Meeting were duly approved by the Shareholders with requisite majority.

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NTPC Limited
एनटीपीसी
NTPC
NEW DELHI

PRADEEP K.MITTAL
B.Com,LL.B,FCS
Advocate
Delhi High Court

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Consolidated Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The,
Chairman
38th Annual General Meeting of the Equity Shareholders of NTPC Limited
Held on Wednesday 27th August, 2014 at 10: 30 A.M.

Dear Sir,

I, **Pradeep K. Mittal**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 38th Annual General Meeting of the Equity Shareholders of **NTPC** Limited, held on Wednesday, 27th August, 2014 at 10: 30 a.m submit our consolidated report of E Voting and Voting through ballot (Physical) as under:

The consolidated results are as under:

(a) Resolution 1- Adoption of Accounts for the financial year ended 31st march,2014, the balance sheets as at that date and the report of the directors and auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
626	7266177447	99.9716

P. K. MITTAL ADVOCATE

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
7	2060682	0.0284

(iii)**Invalid** Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
3	449

(b) Resolution 2 - To confirm payment of interim dividend and declare final dividend for the year 2013-2014.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
624	7268236962	100

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
7	1168	0



(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
3	449

(c) Resolution 3 - To appoint a director in place of Shri I. J. Kapoor (din no. 02051043), who retires by rotation and being eligible, offers himself for Re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
609	7258178037	99.8616

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
18	10057670	0.1384

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
7	2871



(d) Resoulation 4 - To fix the Remuneration of the statutory auditors.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
597	7247136129	99.9303

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
18	5051754	0.0697

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
20	16050745

(e) Resolution 5 - To appoint Shri. S. C. Pandey (DIN 03142319) as Director (Project) of the Company.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
607	7257811931	99.8566



(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
19	10423623	0.1434

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	3024

(f) Resolution 6 - To Appoint Shri. Kulamani Biswal (DIN 03318539) as Director (Finance) of the Company.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
610	7265115118	99.9571

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
16	3120486	0.0429

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	3024

(g) Resolution 7 - To appoint Dr. Pradeep Kumar (DIN 05125269) as Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
531	7180236417	98.7893

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
95	87999137	1.2107

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	3024

(h) Resolution 8 - To raise fund upto Rs. 13,000 crores through issue of bonds/ debentures on private placement basis.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
620	7268226319	99.9999

P. K. MITTAL ADVOCATE

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
11	10800	0.0001

(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
4	1449

(i) Resolution 9- To ratify the remuneration of the cost auditor for the financial year 2014-2015.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
611	7268222922	100 Approx

(ii) Voted **against** the resolution:

Number of members voting (in person or by proxy or through E Voting)	Number of votes cast by them	% of total number of valid votes cast
15	3621	0



(iii) **Invalid** Votes:

Number of members voting (in person or by proxy or through E Voting)	Total Number of votes cast by them
9	12015

Thanking you,

Yours faithfully,

Pradeep K. Mittal
Scrutinizer

Place: New Delhi
Date : 27.08.2014