

**VOTING RESULTS AS REQUIRED UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Name: NTPC Limited

Scrip Code: NSE: NTPC EQ

BSE: 532555

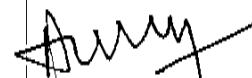
| Sl. No. | Description                                        | Particulars                  |
|---------|----------------------------------------------------|------------------------------|
| 1.      | Date of the AGM                                    | 17.09.2013                   |
| 2.      | Book Closure Date                                  | From 7.09.2013 to 17.09.2013 |
| 3.      | Total Number of Shareholders as on the Record Date | 7199754862                   |

| 4. No. of Shareholders present in the meeting either in person or through proxy |                   |                       |       |
|---------------------------------------------------------------------------------|-------------------|-----------------------|-------|
| Shareholders                                                                    | Present in Person | Present through Proxy | Total |
| Promoters and Promoter Group                                                    | 1                 | -                     | 1     |
| Public                                                                          | 19122             | 974                   | 20096 |
| Total                                                                           | 19123             | 974                   | 20097 |

|    |                                                                     |              |
|----|---------------------------------------------------------------------|--------------|
| 5. | No. of Shareholders attended the Meeting through Video Conferencing | Not arranged |
|    | Promoters and Promoter Group                                        |              |
|    | Public                                                              |              |

**Agenda-Wise**

| Item No.                 | Subject Matter of the Resolutions                                                                                                                                                 | Resolution required (Ordinary/ Special) | Mode of Voting (Show of hands/ Poll/ Postal ballot/ E-voting) | Remarks                        |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------|--------------------------------|
| <b>Ordinary Business</b> |                                                                                                                                                                                   |                                         |                                                               |                                |
| 1.                       | Adoption of audited Balance Sheet as at March 31, 2013, the Statement of Profit & Loss for the year ended on that date and Reports of the Board of Directors and Auditors thereon | Ordinary                                | Show of hands                                                 | Passed with requisite majority |
| 2.                       | Confirmation of interim dividend and declaration of final and special dividend on equity shares for the year 2012-13                                                              | Ordinary                                | Show of hands                                                 | Passed with requisite majority |
| 3.                       | Re-appointment of Sh. A.K. Singhal, Director retiring by rotation                                                                                                                 | Ordinary                                | Show of hands                                                 | Passed with requisite majority |
| 4.                       | Re-appointment of Sh. N.N. Misra, Director retiring by rotation                                                                                                                   | Ordinary                                | Show of hands                                                 | Passed with requisite majority |
| 5.                       | Re-appointment of Sh. S.B. Ghosh Dastidar, Director retiring by rotation                                                                                                          | Ordinary                                | Show of hands                                                 | Passed with requisite majority |



|                         |                                                                                                                            |          |               |                                |
|-------------------------|----------------------------------------------------------------------------------------------------------------------------|----------|---------------|--------------------------------|
| 6.                      | Re-appointment of Sh. R.S. Sahoo, Director retiring by rotation                                                            | Ordinary | Show of hands | Passed with requisite majority |
| 7.                      | Fixation of remuneration of the Auditors                                                                                   | Ordinary | Show of hands | Passed with requisite majority |
| <b>Special Business</b> |                                                                                                                            |          |               |                                |
| 8.                      | Appointment of Dr. A. Didar Singh as Non-official Part-time Director (Independent Director), liable to retire by rotation  | Ordinary | Show of hands | Passed with requisite majority |
| 9.                      | Appointment of Shri U.P. Pani as Director (Human Resources), liable to retire by rotation                                  | Ordinary | Show of hands | Passed with requisite majority |
| 10.                     | Appointment of Shri Prashant Mehta as Non-official Part-time Director (Independent Director), liable to retire by rotation | Ordinary | Show of hands | Passed with requisite majority |

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## In case of Poll/ Postal Ballot/ E-voting: Not Applicable

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Promoter and Promoter Group    | NA                        |                            |                                                              |                                 |                               |                                                           |                                                         |
| Public – Institutional holders |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
| Public-Others                  |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
| Total                          |                           |                            |                                                              |                                 |                               |                                                           |                                                         |

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