MINUTES OF 36th ANNUAL GENERAL MEETING OF THE MEMBERS OF NTPC LIMITED HELD ON TUESDAY, SEPTEMBER 18, 2012 AT 10.30 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI – 110 010

Present:

1.	Shri Arup Roy Choudhury	: Chairman & Managing Director and Member
2.	President of India (Through Authorised Representative Shri Alok, Director (Thermal), Ministry of Power, Government of India)	: Member
3.	Shri A.K. Singhal	: Director & Member
4.	Dr. M. Govinda Rao	: Director
5.	Shri I.J. Kapoor	: Director & Member
6.	Shri Rakesh Jain	: Director
7.	Shri B.P. Singh	: Director & Member
8.	Shri S.P. Singh	: Director & Member
9.	Shri N.N. Misra	: Director & Member
10.	Shri S.B. Ghosh Dastidar	: Director
11.	Shri Rajib Sekhar Sahoo	: Director
12.	Shri Ajit M. Nimbalkar	: Director & Member
13.	Shri S.R. Upadhyay	: Director
14.	Ms. H.A. Daruwalla	: Director & Member
15.	Shri A.N. Chatterji	: Director
16.	Prof. Sushil Khanna	: Director
17.	Shri A.K. Jha	: Director
18.	Dr. A. Didar Singh	: Director
19.	Shri A.K. Rastogi	: Company Secretary

18610 Members in person marked their attendance.

950 Members marked their attendance through proxy.

1. Shri Arup Roy Choudhury, Chairman & Managing Director took the Chair. Quorum of the Meeting being present, the Chairman & Managing Director declared the meeting open. He welcomed the Members to 36th Annual General Meeting.

2. The Company Secretary introduced the Members of the Board and others on the Dais including Shri Alok, Director (Thermal), Union Ministry of Power and the Authorised Representative of the President of India, to the Shareholders. He stated that Shri S.B. Ghosh Dastidar, Chairman of the Audit Committee and other members of the Audit Committee are present to answer the queries of the shareholders.

3. The Chairman stated that Register of Directors' Shareholding and the Proxy Register are available during the Meeting for inspection of members.

4. With the consent of all the Members present, the notice of the meeting and Directors' Report, which were with the shareholders, were taken as read.

5. The Chairman & Managing Director then delivered his speech. He began with sharing the growth momentum in the recent past. The Company was ranked #1 Independent Power Producer in the world in 2011 by Platts, a part of the prestigious McGraw Hill Group, in its 250 Global Energy Companies ranking and #337 in the Forbes Global 2000 List of the world's largest companies for the year 2012, emerging as the 3rd largest electric utility in Asia.

A few highlights of his speech were as under:

Unprecedented growth of the Company:

- 2,820 MW commissioned in 2011-12, the highest ever in a single year, surpassing the previous year's capacity addition record of 2,490 MW.
- 9,610 MW added during 11th Plan period ending March 2012, exceeding the Plan target.
- 2,160 MW added in the first quarter of 2012-13.
- 6,870 MW added in the past two years which is almost 20 per cent of the total capacity added since inception of NTPC.
- 7,041 MW of work awarded since January 2012.
- 16,809 MW under construction.

Strong operational performance amid challenges:

- 6 out of 15 coal stations had Plant Load Factor (PLF) of over 90 per cent.
- 27.4 per cent share of NTPC group in total power generated in India, thus maintaining leadership position in the power sector.
- 85 per cent PLF achieved by the coal based stations as against the national average of 73.32 per cent.

Sound financials:

- Total revenue crossed ₹ 60,000 crore reaching ₹ 64,830.65 crore, an increase of about 13 per cent over 2010-11.
- The net profit increased and stood at ₹ 9,223.73 crore.
- Highest ever dividend of 40 per cent (including 5% proposed in this Meeting).
- Ranked 5th among all the listed Companies in terms of PAT for 2011-12.
- Resounding success in raising USD 500 million from the international bond market which was oversubscribed more than 5 times with participation of over 200 investors, indicating robust confidence in the Company among the international investors.

The momentum gets stronger in 2012-13:

- Commissioned 2,160 MW capacity (NTPC Group).
- Generation growth has been 7.80 per cent as against all India growth of 6.40 per cent.
- Total revenue increased by 11 per cent to ₹ 16,845 crore.
- Profit after Tax increased by 20 per cent to ₹ 2,499 crore.
- Capex increased by 83 per cent to ₹ 3,978 crore.

The Company's initiatives for growth and excellence:

- Bulk tendering to step up capacity addition.
- Direct import of coal, saving 15 to 23 per cent by way of price.
- Initiative of importing low GCV coal for increasing the blending ratio and optimizing cost of generation.
- Development of own mines.
- Incentives to customers for prompt payment.
- Optimizing plant layouts and continuous improvement in the design of various components of projects with sharper focus on quality assurance.

Sustainable power development towards making the planet greener and people happier:

- A roadmap for development of 1,000 MW basket through renewable energy sources is under development, out of which the roadmap has already been prepared for implementation of 300 MW by 2017.
  - Solar capacity of 105 MW is targeted to be completed till 2017 most of which is in advanced stages of work or ordering.
- The Company is playing a key role in the implementation the first phase of Jawaharlal Nehru National Solar Mission (JNNSM) of 1,050 MW through its trading subsidiary NTPC Vidyut Vyapar Nigam Ltd (NVVN).

Till date the Company has planted around 19 million trees throughout the country. This is a rich carbon sink.

The environmental initiatives taken by the Company have led to avoidance of 1.96 million tons of CO_2 during the year 2011-12.

Corporate Social Relationship:

The Company has built strong partnerships with the communities around its projects and also with the wider society through a well conceived basket of CSR interventions for the betterment of lives of the people. During the year 2011-12, the Company scaled up its expenditure on CSR activities in a major way utilizing over 0.50 per cent of its Profit after Tax.

Corporate Governance; ingrained in NTPC's DNA:

The Company has taken proactive steps for setting up appropriate governance systems and processes. Transparency, accountability, fairness and intensive communication with stakeholders are integral to its functioning.

Team NTPC; competence, commitment and contribution:

The Chairman & Managing Director then stated that in a study on 'India's Best Companies to Work for 2012', by the Economic Times and 'Great Place to Work Institute' the Company has been ranked #1 among PSUs, #1in Manufacturing and Production Industry segment and overall #3 among 514 companies with business operations in India, next only to Google and Intel.

The Chairman concluded his speech by thanking various Government of India, especially Ministry of Power, the State Governments, valued customers, Board Members and Team NTPC (employees) for their co-operation and support.

6. The Chairman thereafter requested Company Secretary to read out the Auditors' Report. It was agreed that the Annexure to the Auditors' Report would be taken as read. The Auditors' Report dated May 10, 2012 was read by the Company Secretary.

7. **Adoption of Annual Accounts**

   Shri Kewal Krishan (DPID IN 300394 and Client ID 13084704) proposed and Shri Gurbir Singh (DPID IN 301957 and Client ID 10016108) seconded the following as an ordinary resolution:

   > "Resolved that the Statement of Profit & Loss of the Company for the financial year ended on March 31, 2012 and Balance Sheet as on that date together with report of the Auditors thereon and report of the Board of Directors be and are hereby received, considered and adopted."

   Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

8. **Confirmation of Interim dividend and declaration of final dividend for the year 2011-12**

   Shri Shyam Sunder Bhasin (DPID IN300644 and Client ID 10075053) proposed and Ms. Meenakshi Gupta (Folio No. NTP1248280) seconded the following as an ordinary resolution:

   > "Resolved that an interim dividend @ 35% (₹ 3.50 per share) on the paid-up equity share capital of the company amounting to ₹ 2885.92 crore paid in February 2012 be and is hereby confirmed and, pursuant to the recommendation of the Board of Directors,

final dividend @ 5% (₹ 0.50 per share) of the paid-up equity share capital of the company amounting to ₹ 412.27 crore subject to rounding off of the dividend amount payable to individual shareholders to nearest rupee as per Rule 23 of Companies (Central Government's) General Rules & Forms, 1956 be and is hereby declared out of the profits of the Company for the financial year 2011-12 and the said dividend be paid to the equity shareholders of the Company whose names appear on the Company's Register of Members on September 18, 2012 in respect of physical shares and in respect of dematerialized shares, the dividend be paid to the beneficial owners of the shares whose names appeared in the Statement of Beneficial Ownership, as at the close of business hours on September 7, 2012, furnished by National Securities Depository Limited and Central Depository Services (India) Limited."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

9. **Re-appointment of Shri B.P. Singh, Director**

Brief resume of Shri B.P. Singh was highlighted by the Chairman & Managing Director.

Shri Sharad Mal Sharda (DPID and Client ID- 1301760000260041) proposed and Shri Dheeraj Khanna (Folio No. NTP1253770) seconded the following as an ordinary resolution:

"Resolved that Shri B. P. Singh, Director who retires by rotation pursuant to Article 41(iii) of the Articles of Association of the Company and who offers himself for re-appointment and being eligible be and is hereby re-appointed as Director of the Company."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

10. **Re-appointment of Shri S.P. Singh, Director**

Brief resume of Shri S.P. Singh was highlighted by the Chairman & Managing Director.

Shri Krishanlal Madan (DPID IN 300183 and Client ID 10543123) proposed and Shri Lokesh Kumar Jain (Folio No. NTP1254900) seconded the following as an ordinary resolution:

"Resolved that Shri S.P.Singh, Director who retires by rotation pursuant to Article 41(iii) of the Articles of Association of the Company and who offers himself for re-appointment and being

eligible be and is hereby re-appointed as Director of the Company."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

11. **Fixation of remuneration of Auditors**

The Chairman & Managing Director stated that as per the provisions of the Companies Act, 1956, in case of a Government Company like NTPC, the Auditors of the Company are appointed by the Comptroller & Auditor-General of India and remuneration of Auditors is fixed by the Members of the Company in the General Meeting. He sought shareholders approval for authorising the Board of Directors to fix the remuneration of Statutory Auditors for the year 2012-13.

Shri Vikas Jain (DPID IN 300468 and Client ID 10023863) proposed and Shri Rajeev Punia (Folio No. NTP1255120) seconded the following 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 2012-13."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

12. **Amendments to the Articles of Association of the Company**

The Chairman & Managing Director stated that Articles of Association of the Company need to be amended for appending the provisions of buy-back of shares and appointment of Additional Director(s).

Shri Anil Kumar (DPID and Client ID 1201910100142188) proposed and Ms. Pooja Gautam (DPID and Client ID 1201910101453903) seconded the following as a special resolution:

"Resolved that pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 or any amendment, modification or supersession thereof, the Articles of Association of the Company be and is hereby amended by appending new Article 23A after Article 23 and Article 41A after Article 41 to the existing Articles as per details given below:

Article 23A	Notwithstanding anything contained in these Articles and in pursuance of Section 77A, 77AA and 77B of the Act, the Company, may buy-back its own shares or other specified securities as the Board of Directors may consider appropriate subject to such approvals and sanctions as may be necessary and subject to such limits, restrictions, terms and conditions, etc as may be required under the provisions of the Act/ Regulations/ Rules applicable from time to time including the amendment(s), if any, thereto.	**Buy Back of Shares**
Article 41A	Subject to the provisions of Section 260 and 264 of the Act, the Board shall have power, at any time and from time to time to appoint a person appointed by the President of India as an additional director on the Board, but such that the total number of directors shall not at any time exceed the maximum number fixed by articles. Any director so appointed shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for re-appointment.	**Additional Directors**

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

13. **Appointment of Dr. M. Govinda Rao as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2011-TH.I (Pt.) dated 26.08.2011 issued by Ministry of Power, Government of India had nominated Dr. M. Govinda Rao as Non-official Part-time Director (Independent Director). The Board appointed Dr. M. Govinda Rao as an Additional Director on the Board w.e.f. 26.08.2011 till the conclusion of 35th Annual General Meeting held on 20.09.2011. As the Notice of 35th Annual General Meeting was already printed and was under despatch, therefore, notice of regularisation of Dr. M. Govinda Rao as the Non-official Part-time Director (Independent Director) could not be included in the Notice of 35th Annual General Meeting. As such, his tenure as an Additional Director expired on 20.09.2011. The Board further renewed his tenure as an Additional Director w.e.f. 20.09.2011 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Dr. M. Govinda Rao for the office of Non-official Part-time Director (Independent Director).

Brief resume of Dr. M. Govinda Rao was then highlighted by the Chairman & Managing Director.

Shri S.K. Agarwal (DP ID IN 301143 and Client ID 10248135) proposed and Shri Prem Kumar Mehta (Folio No NTP1257260) seconded the following as an ordinary resolution:

> "Resolved that Dr. M. Govinda Rao, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2011-TH.I (Pt.) dated 26.08.2011 w.e.f 26.08.2011 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 20.09.2011 under Section 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

14. **Appointment of Shri S.B. Ghosh Dastidar as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2011-TH.I (Pt.) dated 26.08.2011 issued by Ministry of Power, Government of India had nominated Shri S.B. Ghosh Dastidar as Non-official Part-time Director (Independent Director). The Board appointed Shri S.B. Ghosh Dastidar as an Additional Director on the Board w.e.f. 26.08.2011 till the conclusion of 35th Annual General Meeting held on 20.09.2011. As the Notice of 35th Annual General Meeting was already printed and was under despatch, therefore, notice of regularisation of Shri S.B. Ghosh Dastidar as the Non-official Part-time Director (Independent Director) could not be included in the Notice of 35th Annual General Meeting. As such, his tenure as an Additional Director expired on 20.09.2011. The Board further renewed his tenure as an Additional Director w.e.f. 20.09.2011 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Shri S.B. Ghosh Dastidar for the office of Non-official Part-time Director (Independent Director).

Brief resume of Shri S.B. Ghosh Dastidar was then highlighted by the Chairman & Managing Director.

Ms. Vandana Garg (DPID and Client ID 1204850000007073) proposed and Shri Harish Kumar Verma (DPID and Client ID 1304140003698095) seconded the following as an ordinary resolution:

> "Resolved that Shri S.B. Ghosh Dastidar, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2011-TH.I (Pt.) dated 26.08.2011 w.e.f 26.08.2011 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 20.09.2011 under Section 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

15. **Appointment of Shri R.S. Sahoo as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2011-TH.I (Pt.) dated 26.08.2011 issued by Ministry of Power, Government of India had nominated Shri R.S. Sahoo as Non-official Part-time Director (Independent Director). The Board appointed Shri R.S. Sahoo as an Additional Director on the Board w.e.f. 26.08.2011 till the conclusion of 35th Annual General Meeting held on 20.09.2011. As the Notice of 35th Annual General Meeting was already printed and was under despatch, therefore, notice of regularisation of Shri R.S. Sahoo as the Non-official Part-time Director (Independent Director) could not be included in the Notice of 35th Annual General Meeting. As such, his tenure as an Additional Director expired on 20.09.2011. The Board further renewed his tenure as an Additional Director w.e.f. 20.09.2011 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Shri R.S. Sahoo for the office of Non-official Part-time Director (Independent Director).

Brief resume of Shri R.S. Sahoo was then highlighted by the Chairman & Managing Director.

Shri Arun Kumar Sharma (DPID 300206 and Client ID 10489038) proposed and Ms. Preeti Goel (Folio No NTP1255324) seconded the following as an ordinary resolution:

"Resolved that Shri R.S. Sahoo, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company by the President of India vide letter no. 8/6/2011-TH.I (Pt.) dated 26.08.2011 w.e.f. 26.08.2011 till the date of last Annual General Meeting and thereafter re-appointed as an Additional Director w.e.f. 20.09.2011 under Section 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

16. **Appointment of Shri Ajit M. Nimbalkar as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power, Government of India had nominated Shri Ajit M. Nimbalkar as Non-official Part-time Director (Independent Director). The Board appointed Shri Ajit M. Nimbalkar as an Additional Director on the Board w.e.f. 20.01.2012 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Shri Ajit M. Nimbalkar for the office of Non-official Part-time Director (Independent Director).

Brief resume of Shri Ajit M. Nimbalkar was then highlighted by the Chairman & Managing Director.

Shri Ranjit Singh (DPID and Client ID 1202600000001049) proposed and Shri V.P. Gogia (DPID IN300394 and Client ID 14416027) seconded the following as an ordinary resolution:

"Resolved that Shri Ajit M. Nimbalkar, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 20.01.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

17. **Appointment of Shri S.R. Upadhyay as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power, Government of India had nominated Shri S.R. Upadhyay as Non-official Part-time Director (Independent Director). The Board appointed Shri S.R. Upadhyay as an Additional Director on the Board w.e.f. 20.01.2012 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Shri S.R. Upadhyay for the office of Non-official Part-time Director (Independent Director).

Brief resume of Shri S.R. Upadhyay was then highlighted by the Chairman & Managing Director.

Ms. Swaran Chopra (DPID 300708 and Client ID 10592574) proposed and Shri Harsh Kumar Sethi (DPID IN302679 and Client ID 31854379) seconded the following as an ordinary resolution:

> "Resolved that Shri S.R. Upadhyay, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 20.01.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

18. **Appointment of Ms. Homai A. Daruwalla as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power, Government of India had nominated Ms. Homai A. Daruwalla as Non-official Part-time Director (Independent Director). The Board appointed Ms. Homai A. Daruwalla as an Additional Director on the Board w.e.f. 28.02.2012 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Ms. Homai A. Daruwalla for the office of Non-official Part-time Director (Independent Director).

Brief resume of Ms. Homai A. Daruwalla was then highlighted by the Chairman & Managing Director.

Ms. Mansi Bhambri (DPID and Client ID 1203340000024856) proposed and Ms. Shilpi Jain (DPID IN301151 and Client ID 12288597) seconded the following as an ordinary resolution:

> "Resolved that Ms. Homai. A. Daruwalla, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 28.02.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing her candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

19. **Appointment of Shri Anol Nath Chatterji as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power, Government of India had nominated Shri Anol Nath Chatterji as Non-official Part-time Director (Independent Director). The Board appointed Shri Anol Nath Chatterji as an Additional Director on the Board w.e.f. 28.02.2012 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Shri Anol Nath Chatterji for the office of Non-official Part-time Director (Independent Director).

Brief resume of Shri Anol Nath Chatterji was then highlighted by the Chairman & Managing Director.

Shri D.D. Sardana (DPID IN 300118 and Client ID 10278201) proposed and Shri Ajay Khurana (DPID IN300708 and Client ID 10036432) seconded the following as an ordinary resolution:

"Resolved that Shri Anol Nath Chatterji, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 28.02.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

20. **Appointment of Prof. Sushil Khanna as Non-official Part-time Director (Independent Director)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 issued by Ministry of Power, Government of India had nominated Prof. Sushil Khanna as Non-official Part-time Director (Independent Director). The Board appointed Prof. Sushil Khanna as an Additional Director on the Board w.e.f. 28.02.2012 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Prof. Sushil Khanna for the office of Non-official Part-time Director (Independent Director).

Brief resume of Prof. Sushil Khanna was then highlighted by the Chairman & Managing Director.

Shri Sarvjeet Singh (DPID IN 300206 and Client ID 10997625) proposed and Shri Tarun Agnihotri (DPID IN300394 and Client ID11919644) seconded the following as an ordinary resolution:

"Resolved that Prof. Sushil Khanna, who was appointed as an Additional Director (Non-Official Part-time Director) of the Company w.e.f. 28.02.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/6/2010-Th-I (Vol-I) dated 20.01.2012 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

21. **Appointment of Shri A.K. Jha as Director (Technical)**

The Chairman & Managing Director stated that the President of India through Letter No. 8/2/2011-Th-1 dated 10.04.2012 issued by Ministry of Power, Government of India had nominated Shri A.K. Jha as Director (Technical). The Board appointed Shri A.K. Jha as an Additional Director on the Board w.e.f. 01.07.2012 till the conclusion of 36th Annual General Meeting.

He further stated that the Company has received a notice in writing from a member proposing the candidature of Shri A.K. Jha for the office of Director (Technical).

Brief resume of Shri A.K. Jha was then highlighted by the Chairman & Managing Director.

Shri B.R. Nayyar (DPID and Client ID 1202060000009746) proposed and Shri Om Prakash Rajpaul (DPID IN300450 and Client ID 14043542) seconded the following as an ordinary resolution:

> "Resolved that Shri A.K. Jha, who was appointed as an Additional Director and designated as Director (Technical) of the Company w.e.f. 01.07.2012, under Section 260 of the Companies Act, 1956, by the President of India vide letter no. 8/2/2011-Th-1 dated 10.04.2012 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote by show of hands and was carried unanimously.

After business items set out in the notice of AGM was taken up, the Chairman invited the Members to raise their queries and offer comments and observations.

The Members appreciated the Board and Team NTPC for their invaluable contribution, competence, commitment, dedication and tireless efforts in strengthening the Company and coming to the expectations of all the stakeholders.

The Chairman thereafter declared the meeting closed as all the business had been transacted.

The meeting concluded with a vote of thanks to the Chair by Shri A.K. Singhal, Director (Finance).