एनटीपीसी
NTPC

एन टी पी सी लिमिटेड
(भारत सरकार का उद्यम)
NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/Corporate Centre

Ref. No.: 01: SEC: CL-50
Dated: September 5, 2014

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

Sub: Results of Postal Ballot & voting results in line with clause 35A of the Listing Agreement

In continuation with our letter no. 01: SEC: CL-50 dated July 31, 2014 and in compliance with the provisions of the Clause 35A of the Listing agreement, it is hereby informed that on the basis of report dated 3rd September, 2014 submitted by the Scrutinizer (Copy enclosed) in respect of special businesses mentioned in notice of Postal Ballot dated 23rd July, 2014, the result of Postal Ballot (including e-voting) was declared by the Chairman & Managing Director on 5th September 2014 at the Registered Office of the Company.

The agenda wise voting results in respect of special businesses mentioned in notice of Postal Ballot dated 23rd July, 2014 are as follows:

1. Resolution: 1 - Increase in borrowing limit of the Company from Rs. 1,00,000 Crore to Rs. 1,50,000 Crore

Resolution required: Special

Mode of voting: Postal ballot (including E-voting)

Category	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	988450623	53.8319	970495383	17955240	98.1834	1.8165
Public-Others	228669017	792698	0.3467	747557	45141	94.3053	5.6946
	8245464400	**7169858301**	**86.95**	**7151857920**	**18000381**	**99.75**	**0.25**

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप काम्पलैक्स, 7, इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110003
कार्पोरेट पहचान नंबर : L40101DL1975GOI007966, टेलीफ़ोन नं. : 011-24387333, फैक्स नं. : 011-24361018, ईमेल : ntpccc@ntpc.co.in वेबसाइट : www.ntpc.co.in
Registered Office : NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110003
Corporate Identification Number : L40101DL1975GOI007966, **Telephone No. :** 011-24387333, **Fax No.:** 011-24361018, **E-mail :** ntpccc@ntpc.co.in
Website : www.ntpc.co.in

2: Resolution: 2- Creation of Mortgage and/or charge over the movable and immovable properties of the Company

Resolution required: Special

Mode of voting: Postal ballot (including E-voting)

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	988450623	53.8319	970495383	17955240	98.1834	1.8165
Public-Others	228669017	792878	0.3467	741937	50941	93.5751	6.4248
Total	**8245464400**	**7169858481**	**86.96**	**7151852300**	**18006181**	**99.75**	**0.25**

Accordingly, the above special resolutions have been passed by the shareholders of the Company with requisite majority.

Thanking you.

Yours faithfully,

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

Encl: As above

NTPC Limited
एनटीपीसी
NTPC
NEW DELHI

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Report of Scrutinizer(s)

[Pursuant to Section 110 of the Companies Act, 2013 and rule 22of the Companies (Management and Administration) Rules, 2014]

To,

Dr. Arup Roy Choudhury
Chairman& Managing Director
NTPC Limited
NTPCBhawan, SCOPE Complex,
7, Institutional Area, Lodi Road ,
New Delhi-110003

Dear Sir,

1. I have been appointed asscrutinizer vide company letter dated 17.07.2014 for conducting the postal ballot voting process.

2. I submit my report as under:

2.1 The Company has completed on 2nd August, 2014 the dispatch of postal ballot forms and PIN MAILERS along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 18th July, 2014.

2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register maintained for the purpose.

2.3 The postal ballot forms were kept under the custody of RTA (Karvy Computershare Private Limited) before commencing the scrutiny of such postal ballot forms .

2.4 The postal ballot forms were duly opened and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on 18th July, 2014.

2.5 All the postal ballot forms received upto the close of working hours i.e. 6:00 P.M. on 1st September, 2014, the last date fixed by the company for receipt of the forms, were considered for our scrutiny.



2.6 Envelopes containing postal ballot forms received after 1st September, 2014 were not considered for my scrutiny

3. The result of the postal ballot is as under:

(a) Resolution No. 1-Increase in borrowing limit of the Company from Rs. 1,00,000Crore to Rs. 1,50,000 Crore

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

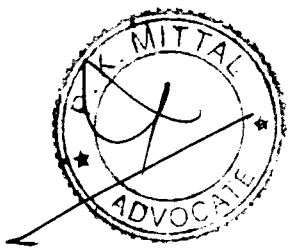
Particular	**Number of members voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Postal ballot in Physical form	1304	6294616791	99.996176
Posatl Ballot in E-Voting Form	1056*	857241129	97.9703255
Total	**2360**	**7151857920**	**99.7489437**

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

Particular	**Number of members voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Postal ballot in Physical form	69	240713	0.00382396
Posatl Ballot in E-Voting Form	129*	17759668	2.02967449
Total	**198**	**18000381**	**0.2510563**

(iii)**Invalid**Votes:

Particular	**Number of members voted**	**Number of votes cast by them**
Postal ballot in Physical form	67	18432
Posatl Ballot in E-Voting Form	25	4325
Total	**92**	**22757**



- **Out of total electric ballot 1196 , the 14 Members voted both "in favour" and "against" of the resolution. Thus, these 14 ballot included in both i.e. "in favour" and "against" the resolution.**

(b) Resolution 2 - Creation of Mortgage/ charge over the movable and immovable properties of the Company

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

Particular	**Number of members voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Postal ballot in Physical form	1291	6294615972	99.9961721
Posatl Ballot in E-Voting Form	1034*	857236328	97.9696924
Total	**2325**	**7151852300**	**99.7488628**

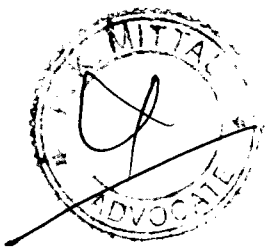
(ii) Voted **against** the resolution:

Particular	**Number of members voted**	**Number of votes cast by them**	**% of total number of valid votes cast**
Postal ballot in Physical form	79	240958	0.00382786
Posatl Ballot in E-Voting Form	149*	17765223	2.0303076
Total	**228**	**18006181**	0.25113719

(iii) **Invalid**Votes:

Particular	**Number of members voted**	**Number of votes cast by them**
Postal ballot in Physical form	70	18791
Posatl Ballot in E-Voting Form	27	3637
Total	**97**	**22428**

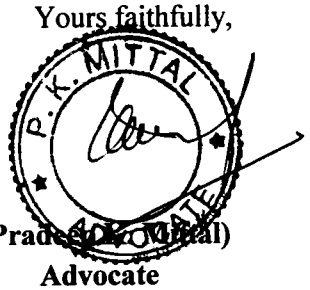
- **Out of total electric ballot 1196 , the 14 Members voted both "in favour" and "against" of the resolution. Thus, these 14 ballot included in both i.e. "in favour" and"against" the resolution.**



4. You may accordingly declare the result of the voting by postal ballot. The Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Place: Delhi
Dated:3.09.2014

(Pradeep Mittal)
Advocate
Scrutinizer