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: 25/02/2015

To
General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

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

Sub: Compliance under the Listing Agreement –Clause 31 (d)

Dear Sir,

In continuation of our letter of even no. dated February 11, 2015 and as per the requirement of Clause 31(d) of the Listing agreement, we are enclosing herewith minutes of the meeting of equity shareholder of NTPC Limited held on Tuesday, February 10, 2015 at 3:00 PM at Yugantar Auditorium, Badarpur Thermal Power Station, New Delhi, convened as per directions of Ministry of Corporate Affairs (MCA) vide orders dated December 6, 2014.

Thanking you.

Yours faithfully,

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

Encl: As above

MINUTES OF MEETING OF THE MEMBERS OF NTPC LIMITED HELD AT THE DIRECTION OF MINISTRY OF CORPORATE AFFAIRS VIDE ORDER DATED 6TH JANUARY, 2015 ON TUESDAY, FEBRUARY 10, 2015 AT 3:00 P.M. AT YUGANTAR AUDITORIUM, BADARPUR THERMAL POWER STATION, MATHURA ROAD, NEW DELHI-110044.

Present:

Dr. Arup Roy Choudhury	:	Chairman & Managing Director & Chairman appointed by the Ministry of Corporate Affairs for the meeting of equity shareholders
Shri K.Biswal	:	Director (Finance) , Alternate Chairman appointed by the Ministry of Corporate Affairs for the meeting of equity shareholders
President of India	:	Member (Through Authorised Representative, Shri Vikramjeet Singh, Deputy Secretary (Thermal), Ministry of Power
Shri A.K.Rastogi	:	Company Secretary

In Attendance

Shri K.Tripathi	:	Partner, M/s Amarchand & Mangaldas & Suresh A. Shroff & Co.
Shri Promode Murugavelu		Principal Associate M/s Amarchand & Mangaldas & Suresh A. Shroff & Co.
Shri P.K.Mittal		Advocate & Scrutinizer

1. Quorum:

660 shareholders holding 7328063468 equity shares were present either in person or by proxy, which was more than the quorum fixed by the Ministry of Corporate Affairs vide order dated 6th January, 2015.

2. Welcome address by the Company Secretary

Company Secretary welcomed all shareholders at the meeting and informed that that with a view to reward its shareholders for their continued support, the Company has prepared a Scheme of Arrangement for issuing one fully paid secured, non-cumulative, non-convertible, redeemable, taxable debenture of face value Rs.12.50/- for each equity shares of Rs.10/-, out of its free reserves. In

absence of any expressed provision under the Companies Act, 2013 or Companies Act, 1956, the approval for issue of Bonus debenture has been sought through a Scheme of Arrangement under Section 391- 394 of the Companies Act, 1956.

He further informed that for approval of Scheme of Arrangement, a petition was filed on 30th December, 2014 to the Ministry of Corporate Affairs (MCA), Government of India. MCA vide its order dated 6th January, 2015 has directed for convening a meeting of Equity Shareholders of NTPC Limited. MCA had appointed Dr. Arup Roy Choudhury, CMD, NTPC as Chairman of the meeting of Equity Shareholders. Further, in compliance with the directions of the MCA, notice dated 12th January, 2015 along with Scheme of Arrangement convening the meeting of the Equity Shareholders of the Company, was dispatched to all Equity Shareholders by Ordinary post at their address between 12th January 2015 and 15th January 2015. Public Notice for convening the said meeting was published on 16th January, 2015 in the newspapers namely, "The Indian Express (English, All editions), "Hindustan"(Hindi – All editions) and "Jansatta" (Hindi – Delhi Edition).

Company Secretary stated that the Scheme also *interalia* provide for amendment in Articles of Association of the Company by way of insertion of new clause which provide for Capitalization of Reserves.

Company Secretary further informed that MCA vide order dated 6th January, 2015 had provided that quorum for the meeting shall be 25% of shares in terms of value, present in person or by proxy. Company Secretary further informed that as shareholders representing more than 88% of shareholding in terms of value was present therefore, the quorum as directed by the Hon'ble Ministry of Corporate Affairs was present.

Accordingly, Chairman & Managing Director took the Chair.

3. Address by the Chairman & Managing Director:

The Chairman & Managing Director welcomed all shareholders. As necessary quorum for the meeting was present, Chairman & Managing Director called the meeting to order.

Chairman & Managing Director informed that with a view to reward the members in its 40th year of operation, a Scheme of Arrangement between NTPC Limited and Members for issue of Secured, Non-Cumulative, Non-Convertible, redeemable, taxable, fully paid up Debentures by way of Bonus, out of free reserves had been approved by Board of Directors of the Company in its 415th

meeting held on 23rd December 2014. As per the proposed Scheme of Arrangement, Company would issue and allot by way of bonus, 1 (one) fully paid-up Debenture of face value Rs. 12.50/-(Rupees Twelve and Paise Fifty Only) each, by utilizing its Free Reserves, for every 1 (one) equity share of face value of Rs. 10/- (Rupees 10 only) each held by the Member on the Record Date, which is to be fixed later. The aggregate face value of debentures to be issued would be Rs.10306,83,05,000/- (Rupees Ten Thousand Three Hundred Six Crore Eighty Three Lakh and Five Thousand Only).

With the permission of Shareholders present, the notice and explanatory statement under section 393 of the Companies Act, 1956 along with the Scheme of Arrangement which was annexed to notice dated 12th January, 2015, convening the meeting of the Equity Shareholders of the Company were taken as read. The Chairman & Managing Director, invited query from Shareholders, which were replied by the Chairman & Managing Director and Director (Finance).

4. Polling on the Scheme of Arrangement :

The Chairman & Managing Director placed following resolution for vote by poll:

> **"RESOLVED THAT,** subject to the approval of the Hon'ble Ministry of Corporate Affairs, the Scheme of Arrangement between NTPC Limited and its Members for Issue of Secured, Non-Cumulative, Non-Convertible, Redeemable, Taxable, Fully Paid-Up Bonus Debentures out of Free Reserves **(Scheme of Arrangement)** be and is hereby approved."

Chairman & Managing Director informed that as directed by Ministry of Corporate Affairs, Company has appointed Shri P.K.Mittal, Advocate as one of the scrutinizer. As per the order of MCA, second scrutinizer has to be appointed amongst shareholders. Shri Yogesh Kumar (DP & Client ID IN-300724-10022378) a member of the Company volunteered himself for acting as scrutinizer. Accordingly, Shri Yogesh Kumar was appointed as second scrutinizer for the purpose of the poll to be conducted at the meeting.

Company Secretary informed that ballot papers had already been issued to all Shareholders present in the auditorium.

The Chairman & Managing Director requested all shareholders to cast their vote and to fill DP & Client ID /folio number & other particulars in the ballot paper. The polling process was open for the 30 minutes. However, on request of some of shareholders present at the meeting, additional 10 minute time was given by the Chairman & Managing Director. After completion of poll, Scrutinizers took the ballot boxes in their custody.

The Chairman & Managing Director informed that since the counting of the votes and verification of the ballot papers would take some time, the result of the poll shall be put up at the Registered Office of the company at 11th February, 2015 and on the website of the Company.

Thereafter, the Chairman & Managing Director thanked shareholders for their participation in the meeting and declared the meeting of equity shareholders of the Company as closed.

5. Result of the Poll:

The scrutinizers submitted their report as under :

A.	No. of Ballot Papers		:	341	
	Less : No. of Ballot Papers rejected as invalid		:	23	
	No. of valid ballot papers			318	
B.	No. of valid voters (present in person or by proxy)		:	318	
	i)	Voted in favour of the Resolution	:	316	
	ii)	Voted against the Resolution	:	2	
				No. of shares	% of shares voted
C.	No. of valid Votes (exercised in person or by proxy)		:	7208461896	
	i)	Votes in favour of the Resolution (number of Equity Shares)	:	7208461890	100 (Approx.)
	ii)	Votes against the Resolution (number of Equity Shares)	:	6	0.00 (Approx.)

On the basis of above report, the Chairman & Managing Director declared the result of voting on 11th February, 2015 and accordingly, scheme was approved by requisite majority as required under Section 391 of the Companies Act, 1956.

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