



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01: SEC: LA-5

Dated: 13.10.2015

Manager (Listing) National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E) Mumbai-400 051	General Manager Department of Corporate Services Bombay Stock Exchange Limited 1 st Floor, P.J.Towers Dalal Street Mumbai – 400 001
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Sub.: Proceeding of 39th Annual General Meeting held on 18.09.2015

Dear Sir,

Pursuant to clause 31(d) of the Listing Agreement entered into with National Stock Exchange of India Limited and BSE Limited by NTPC, a copy of proceedings of 39th Annual General Meeting of the Company held on Friday, September 18, 2015 is enclosed for your reference and record.

Thanking you,

Yours faithfully,

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

Encl.: As above

ए. के. रस्तोगी/A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
SCOPE Complex, Lodhi Road, New Delhi-110003

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, टेलीफोन 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

MINUTES OF 39th ANNUAL GENERAL MEETING OF THE MEMBERS OF NTPC LIMITED HELD ON FRIDAY, SEPTEMBER 18, 2015 AT 10.30 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, NEW DELHI - 110010

PRESENT:

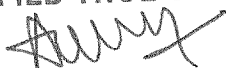
1.	Shri A.K.Jha	:	Chairman & Managing Director and Member
2.	President of India (Through Authorised Representative Shri Vikramjit Singh, Dy. Secretary, Ministry of Power, Government of India)	:	Member
3.	Shri Prashant Mehta	:	Director
4.	Dr. Pradeep Kumar	:	Director
5.	Shri U.P. Pani	:	Director & Member
6.	Shri S.C. Pandey	:	Director & Member
7.	Shri K. Biswal	:	Director
8.	Shri K. K.Sharma	:	Director & Member
9.	Shri A.K. Rastogi	:	Company Secretary

BY INVITATION:

Auditors:			
1.	Shri Rakesh Kumar	:	M/s O.P. Bagla & Co., Chartered Accountants
2.	Shri Ajay Gupta	:	M/s V. Sankar Aiyar & Co., Chartered Accountants
3.	Shri Ramesh C. Agrawal and Shri Umesh Jindal	:	M/s Ramesh C. Agrawal & Co., Chartered Accountants
4.	Shri Pawan Goel	:	M/s A.R. & Co., Chartered Accountants
Secretarial Auditor:			
5.	Shri Sachin Agarwal	:	M/s Agrawal S & Associate
Scrutinizer:			
6.	Shri P.K. Mittal	:	M/s PKMG Law Chambers, Advocate

- 21,886 Members present, in person or through proxy, marked their attendance. These included the nominee of the Government of India, holding 74.96% shares of the Company, the Directors who are also the Members of the Company and the bodies corporate through their authorised representatives.
- Company Secretary introduced the Directors present at the Meeting to the Members especially Shri Prashant Mehta, Independent Director and the

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ए. के. रस्तोगी/A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
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Chairman of the Audit Committee, Stakeholders Relationship Committee and the Nomination and Remuneration Committee of the Board to answer the queries. He also acknowledged the presence of Shri Vikaramjit Singh, Dy. Secretary, Union Ministry of Power, the Authorised Representative of the President of India, the statutory and secretarial auditors and the scrutinizer for e-voting and polling at AGM.

He also stated that Shri Anil Kumar Singh, Director could not attend the meeting due to his pre-occupation.

3. In accordance with Article 33 of the Articles of Association of the Company, Shri A.K. Jha, Chairman & Managing Director took the Chair. Since quorum as per the Companies Act, 2013 i.e. 30 members were present in person, the Chairman & Managing Director declared the meeting open. He welcomed the Members to 39th Annual General Meeting.
4. The Chairman & Managing Director stated that the statutory and proxy registers were available during the Meeting for inspection of the Members.
5. With the consent of all the Members present, the Notice convening the meeting, Directors' Report alongwith annexures, the Audited Standalone and Consolidated Financial Statements, the copies of which were with the shareholders, were taken as read.
6. The Chairman & Managing Director then delivered his speech. The printed copies of the Chairman's Statement were also distributed to the Members. The brief of his speech was as under:

He stated that Indian economy has shown an upswing trend despite global downswing. IMF had stated that 'India is a bright spot in the global economy'. Indian economy has strong fundamentals and is driven primarily by domestic demand. Infusion of new direction and energy through programmes like 'Make in India', 'Digital India' and expediting of critical infrastructure projects through 'Pragati' and many such measures augur well for the growth of Indian economy.

Power sector performance reached higher trajectory through higher generation output and other performance indicators and Govt's upgraded mission of providing 24X7 power for all by 2019.

He then highlighted the growth of India on parameters like electricity generation, coal production, capacity addition, transmission lines, sub-station capacity, energy deficit, capacity addition through renewable sources, investment in sub-transmission & distribution, increase in per capita power consumption.



He then highlighted NTPC's robust performance as follows:

- Generation of ~25% electricity in the country by NTPC group, over 16% share in the national capacity, underlining high productivity.
- Highest PLF in the country at 80.23% against an all India average PLF of 64.46%; State sector's 59.83%, Private sector's 60.58% and other Central sector companies' PLF of 73.96%.
- Highest ever capex of Rs. 23,239 crore, exceeding the target of Rs. 22,400 crore.
- Commencement of hydro power generation, with commissioning of 2 units of 200 MW at Koldam hydro project in March 2015. (*the remaining 2 units were commissioned in April 2015*).
- Recorded total income of Rs. 75,362.37 crore with net Profit after Tax (PAT) of Rs. 10,290.86 crore.
- Rewarding shareholders by issue of a non-convertible, secured, redeemable bonus debenture of face value of Rs. 12.50 each for each equity share of Rs. 10, aggregating to Rs. 10,307 crore - the largest by any Indian company.
- Dividend of Rs. 2.50 per share (total Rs. 2,061.38 crore) comprising interim dividend of Rs. 0.75 per equity share paid in February 2015 and recommendation of final dividend of Rs. 1.75 per equity share for the year 2014-15
- Achieved 100% realization of its current bills for twelfth consecutive year.
- Reallocation of the coal blocks which were de-allocated earlier bringing the total coal reserves to 5.2 billion tons.
- Excellent MOU rating by the Government of India for FY14 and poised to retain 'Excellent' MoU rating for FY15 also.
- Ranked as # 1 Independent Power Producer in the world in the 2014 rankings brought out by Platts, a part of the prestigious McGraw Hill group.

He then stated that Company has crossed the 45,000 MW capacity mark and its present installed capacity was 45,548 MW. The Company had made the single largest thermal capacity addition (8,445 MW) in the country during the 12th Plan so far and is well on course to achieve its Plan target.

He specially mentioned about commissioning of first unit of 250 MW at Bongaigaon, heralding presence in the North Eastern region, declaration of commercial operation of 800MW of hydel capacity in Koldam in July'2015, marking its impressive debut in hydro space, commissioning of 13th unit of 500 MW at Vindhyachal(Madhya Pradesh), making it the largest power station in India with 4760MW capacity.



Towards the achievement of long term target of 128GW by 2032, NTPC has over 23,000 MW capacity under construction and nearly 9,500 MW capacity is under bidding. The Company had signed an MoA with Government of Jharkhand to form a JV Company for performance improvement and expansion of Patratu Thermal Power Station with proposed capacity expansion of 4,000 MW.

He then touched upon measures adopted by NTPC for ensuring fuel security like coal swapping agreement with GSECL for imported coal of Sipat with domestic coal of GSECL, rationalisation of coal linkage with CIL, creation of coal transportation infrastructure with Indian Railways, reallocation of mines with estimated reserves of 5.2 billion tons and recent allocation of another coal block, 'Mandakini-B', with estimated reserves of 1.2 billion tons.

The Company has been enjoying high credit rating not only from domestic rating agencies but also from international rating agencies and has ability to raise large amount of debts from national and international markets.

The Company is amongst the cleanest among fossil fuel power generators due to adoption of super critical technology and ultra super critical technology. Further, 90% of the under construction coal based capacity is based upon super and ultra super critical technology. Initiatives have been taken by R&D wing NETRA with a view to promote efficiency, improve plant availability, reduce cost and look for innovative, futuristic energy solutions and climate change studies.

The Company has taken up extensive renovation and modernization of its old power generating units for sustained and more environment friendly performance.

In line with the Company's approach of increasing the share of non-fossil energy in the long run and reducing carbon foot prints, there is a new thrust on developing renewable power, with special focus on Solar power generation. 110 MW Solar capacity had already been made operational by your Company at 8 locations across the country. Solar capacity of 250 MW was under construction in Andhra Pradesh and 1260 MW was under bidding.

The Company had been engaged in community development activities, including infrastructure development, providing civic amenities, healthcare support and skill development. The Company also contributed to national endeavours in the area of social responsibility. Under the 'Swachh Vidyalaya Abhiyaan', a component of 'Swachh Bharat Mission', launched by Hon'ble Prime Minister, the Company had completed the herculean task of building more than 24,000 toilets in schools in far flung areas within



a short span of time, and had achieved the targets assigned to it under the national mission.

The Company had signed an MoU with Ministry of Skill Development and Entrepreneurship. This would help in developing a large number of multi-skill centers and providing vocational training to ~30,000 youth to help them become employable.

The Company has a robust corporate image which is an outcome of outstanding accomplishments which have been achieved through fair and transparent means. Openness and accountability are fundamental to the structures and processes of the Company. The Company lays special emphasis on strengthening its culture of utmost integrity based upon clearly stated core values. However, for the Company, governance is more than mere compliance. Corporate governance is an article of faith for your Company. It is demonstrated in the fact that several governance measures had been adopted by your Company long before they became mandatory under different laws and guidelines. This is a demonstration of the Company's proactive approach to corporate governance.

The Company had been adjudged as the 'Best Company to Work for 2015' in a study conducted by 'Economic Times' in Energy, Oil and Gas Industry Category. The employees have ensured that NTPC consistently figures among best employers in prestigious surveys. He then acknowledged the contributions of 'Team NTPC', working with pride in 'powering India's growth'.

The Chairman & Managing Director concluded his speech by thanking the Government of India, especially the Ministry of Power, the State Governments, valued customers, all the authorities and agencies who provided unstinted support to the Company. He conveyed his thankfulness to the colleagues on the Board for their invaluable contribution in strengthening the Company. He also thanked to the investors for their sustained support to the Company.

7. The Chairman & Managing Director 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 29, 2015 was read by the Company Secretary. There were no qualifications, observations or comments in the Statutory Auditors' Report. In the Secretarial Audit Report, the observation was related to Composition of the Board of Directors of the Company, which was not in compliance with the Companies Act and the Listing Agreement. The observation of the Secretarial Auditor had been adequately explained in the Board's Report by the Management.



8. The Chairman & Managing Director stated that the Company had provided electronic voting facility to its members to exercise their right to vote in respect of items proposed to be transacted at the Annual General Meeting by electronic means from September 15, 2015 (9.00 A.M.) to September 17, 2015 (5.00 P.M.) in pursuance of Clause 35B of the Listing Agreement executed with NSE and BSE and in pursuance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The voting rights of the Shareholders were in proportion to the paid-up share capital of the Company as on the cut-off date which was September 11, 2015.

He further stated that the members who could not exercise their vote through e-voting process were provided facility to vote at the Annual General Meeting by way of polling instead of voting by show of hands. The ballot papers were available at counter.

He also stated that as per the Clarification issued by the Ministry of Corporate Affairs, those Shareholders who had cast their vote through electronic mechanism can take part in the Meeting but were not allowed to vote again at the Meeting.

He then stated that Shri P.K. Mittal, Advocate, M/s PKMG Law Chambers was appointed as a Scrutinizer to scrutinize the e-voting process as well as voting at the AGM. He had already submitted the Report on e-voting.

Thereafter, he explained the procedure for polling.

9. Company Secretary read the items of business enlisted in the notice of AGM, which has been put to vote through polling and Chairman & Managing Director informed the objective and implication of each of the business items.

10. ANNUAL ACCOUNTS AND REPORTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

- (a) Adoption of audited standalone Financial Statement of the Company for the financial year ended 31st March, 2015 and reports of the Board of Directors and Auditors thereon.

Company Secretary read the following Ordinary Resolution:

“Resolved that the audited standalone Financial Statement of the Company for the financial year ended 31st March, 2015 and reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”



The Chairman & Managing Director put before the shareholders the above resolution for voting.

(b) Adoption of audited consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 and report of the Auditors thereon:

Company Secretary read the following Ordinary Resolution:

“Resolved that the audited consolidated Financial Statement of the Company for the financial year ended 31st March, 2015 and report of the Auditors thereon be and are hereby received, considered and adopted.”

The Chairman & Managing Director put before the shareholders the above resolution for voting.

11.CONFIRMATION OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND

The Chairman & Managing Director stated that the Board had declared interim dividend @7.5% which had already been paid in the month of February, 2015 and recommended final dividend @ 17.5% for the financial year ended 31st March, 2015.

Company Secretary read the following Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2014-15:

“Resolved that an interim dividend @ 7.5% (₹ 0.75 per share) on the paid-up equity share capital of the company amounting to ₹ 463.55 crore paid in February 2015 be and is hereby confirmed and, pursuant to the recommendation of the Board of Directors, final dividend @ 17.50% (₹ 1.75 per share) of the paid-up equity share capital of the company amounting to ₹ 1,442.96 crore subject to rounding off of the dividend amount payable to individual shareholders to nearest rupee as per the applicable rules/ laws be and is hereby declared out of the profits of the Company for the financial year 2014-15 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, 2015 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 4, 2015, furnished by National Securities Depository Limited and Central Depository Services (India) Limited.”

The Chairman & Managing Director put before the shareholders the above resolution for voting.



12. RE-APPOINTMENT OF SHRI ANIL KUMAR JHA AS DIRECTOR

Company Secretary stated that as Shri A.K. Jha, Chairman & Managing Director was interested in the proposed Item no. 3 of the Notice, he abstained from proceedings of the AGM for the particular item and Shri U.P. Pani, Director (Human Resources), with the consent of the Members present, conducted the proceedings of AGM for the particular item as Chairman.

Company Secretary then read the following ordinary resolution for re-appointment of Shri Anil Kumar Jha, Director who retires by rotation and being eligible, offers himself for re-appointment:

“Resolved that Shri Anil Kumar Jha, Director (DIN: 03590871) who retires by rotation pursuant to Article 41(iii) of the Articles of Association of the Company and, being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”

Shri U.P. Pani, Chairman then put before the shareholders the above resolution for voting.

Company Secretary then stated that Shri A.K. Jha, Chairman & Managing Director resumed the proceedings of AGM after consideration of Item No. 3.

13. RE-APPOINTMENT OF SHRI UMESH PRASAD PANI AS DIRECTOR

Company Secretary read the ordinary resolution for re-appointment of Shri Umesh Prasad Pani, Director who retires by rotation and being eligible, offers himself for re-appointment:

“Resolved that Shri Umesh Prasad Pani, Director (DIN: 03199828) who retires by rotation pursuant to Article 41(iii) of the Articles of Association of the Company and, being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”

The Chairman & Managing Director put before the shareholders the above resolution for voting.

14. AUTHORISING BOARD TO FIX REMUNERATION OF STATUTORY AUDITORS

Company Secretary read the ordinary resolution for fixation of remuneration of Statutory Auditors:

“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 2015-16.”

The Chairman & Managing Director put before the shareholders the above resolution for voting.

15.APPOINTMENT OF SHRI ANIL KUMAR SINGH AS DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Anil Kumar Singh (DIN: 07004069) as Director:

“Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made there under, Shri Anil Kumar Singh (DIN: 07004069), who was appointed as a Government Nominee Director, by the President of India vide letter no. 8/7/2013-Th.I dated 15th October, 2014 and subsequently appointed as an Additional Director by the Board of Directors with effect from 31st October, 2014 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Anil Kumar Singh (DIN: 07004069) as a candidate for the office of a director of the Company, be and is hereby appointed as Director of the Company, not liable to retire by rotation”.

The Chairman & Managing Director put before the shareholders the above resolution for voting.

16.APPOINTMENT OF SHRI KAUSHAL KISHORE SHARMA AS DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Kaushal Kishore Sharma (DIN: 03014947) as Director (Operation):

“Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Kaushal Kishore Sharma (DIN: 03014947), who was appointed as Director (Operations), by the President of India vide letter no. 8/10/2013-Th-I dated 7th October, 2014 and subsequently appointed as an Additional Director by the Board of Directors with effect from 1st November, 2014 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Kaushal Kishore Sharma (DIN: 03014947), as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Operations) of the Company, liable to retire by



rotation, on terms & conditions as may be determined by the Govt. of India”.

The Chairman & Managing Director put before the shareholders the above resolution for voting.

17.AUTHORISING BOARD TO RAISE FUNDS UPTO RS. 5,000 CRORE THROUGH ISSUE OF BONDS/DEBENTURES ON PRIVATE PLACEMENT BASIS

Company Secretary read the special resolution to raise funds upto Rs. 5,000 Crore through issue of Bonds/Debentures on Private Placement Basis:

“Resolved that pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable statutory provisions (including any statutory modification or re-enactments thereof) the Board of Directors of the Company (the “Board”) be and are hereby authorized to make offer(s) or invitation(s) to subscribe to the secured/ unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures (“Bonds”) upto Rs. 5,000 Crore in one or more tranches/ series not exceeding ten ,through Private placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2016-17 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the Company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary”.

The Chairman & Managing Director put before the shareholders the above resolution for voting.

18.RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2015-16

Company Secretary read the ordinary resolution for ratification of remuneration of Cost Auditor for the Financial Year 2015-16:



“Resolved that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16, be paid the remuneration of Rs. 26,60,000/- (Twenty six lakh sixty thousand only) as set out in the Statement annexed to the Notice convening this Meeting.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman & Managing Director put before the shareholders the above resolution for voting.

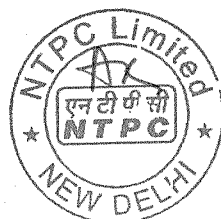
19. APPROVAL OF TRANSACTIONS TO BE ENTERED INTO WITH ASSOCIATE COMPANY

Company Secretary read the special resolution to approve transactions to be entered into with Associate Company:

“Resolved that pursuant to the provisions of Section 188 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other Statutory Provisions, rules, regulations etc. as may be applicable, the consent of the Company be and is hereby accorded for entering into the related party transactions by the Company with Utility Powertech Limited (UPL), an Associate Company of NTPC Limited, subject to cumulative ceiling of 2% of the annual turnover of the Company as per the Audited Annual financial Statement of the preceding financial year or Rs. 1000 Crore whichever is more, in any financial year.

Resolved further that the Board of Directors of the Company and/or a Committee thereof or any other official as may be decided by the Board, be and is hereby, authorized to approve the individual contract(s)/ arrangement(s)/ transaction(s) with the UPL, within the above ceiling and to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution”.

The Chairman & Managing Director put before the shareholders the above resolution for voting.



20. The Chairman & Managing Director then answered the queries raised by the Members.

The Members congratulated the Chairman & Managing Director and the Board of Directors for the good performance of the Company. They expressed happiness over the working of the Company's projects, good governance practices, handsome dividends including Bonus Debentures, achieving higher profits by the Company inspite of strict CERC Regulations, impressive debut into hydro and collar power generation by the Company, good arrangements at the AGM venue and efficient shareholders services.

21. After the poll was over, the ballot boxes were sealed by the scrutinizer. The ballot boxes were opened in the presence of the Chairman & Managing Director and thereafter, the Scrutinizer started the process of compiling the data on the voting on the resolutions.

Sharing the manner in which the results would be compiled, the Chairman & Managing Director stated that the results of voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution.

The Chairman & Managing Director then stated that since the counting of the votes and verification of the ballot papers would take some time, the result of the poll along with the result of e-voting would be put up at the website of the Company at www.ntpc.co.in and on the website of RTA at the URL <https://evoting.karvy.com> on 19th September 2015.

22. All the voting having being completed, the Chairman & Managing Director announced the formal closure of 39th Annual General Meeting of the Company at 11:30 a.m.

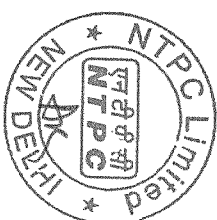
23. Shri K. Biswal, Director (Finance) then thanked the Chair, authorised representative of the President of India, valued shareholders, Directors on the Board, auditors and employees of the Company.

24. On the basis of the report of the e-voting dated 18.09.2015, Poll results dated 18.09.2015 and Consolidated Report of the Scrutinizer for the electronic voting and for the Poll dated 18.09.2015, the summary of which is mentioned hereunder, the Chairman & Managing Director announced the results of the voting on 19.09.2015 that all the resolutions for the ordinary and special businesses as set out in Item No. 1 to 10 in the Notice of the 39th Annual General Meeting of the Company have been duly passed by the requisite majority.



**Brief Particulars of the Consolidated Report of the Scrutinizer for the electronic voting and for the Poll dated
18.09.2015:**

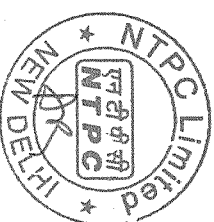
Particulars	E- Voting			Polling			Consolidated			
	No. of member s who voted	No. of shares for which votes cast	% of votes to total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members voting (in person or by proxy or through E- voting)	No. of votes cast by them	% of total no. of valid votes cast	
<u>Ordinary Businesses:</u>										
Item No.1 Ordinary Resolution for adoption of financial statements for the year ended March 31 st 2015 the Auditor & BOD reports.	Voted in favour	624	1413319413	98.89139	52	6180628963	100	676	7593948376	99.9726
	Voted Against	6	2077902	0.1453929	1	33	0	7	2077935	0.0274
	Invalid Votes	9	3982346	-	4	19	-	13	3982365	-
Item No. 2: Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2014-15	Voted in favour	634	1419379306	99.3154	52	6180628963	100	686	7600008269	100
	Voted Against	1	25	0	1	33	0	2	58	Approx 0
	Invalid Votes	3	330	-	4	19	-	7	349	-



Item No. 3: Ordinary Resolution for reappointment of Shri Anil Kumar Jha, (DIN: 03590871), who retire by rotation and being eligible, offers himself for re- appointment	Voted in favour	582	1383839572	96.82865	52	6180628963	100 Approx	634	7564468535	99.5406
	Voted Against	48	34907797	2.44253	1	33	0	49	34907830	0.4594
	Invalid Votes	8	632292	-	4	19	-	12	632311	-
Item No. 4: Ordinary Resolution for reappointment of Shri Umesh Prasad Panti, Director (DIN: 03199828), who retire by rotation and being eligible, offers himself for re- appointment	Voted in favour	400	1093773597	76.53244	52	6180628963	100 Approx	452	7274402560	95.7157
	Voted Against	232	325603879	22.78283	1	33	0	233	325603912	4.2843
	Invalid Votes	7	2185	-	7	19	-	11	2204	-
Item No. 5: Ordinary Resolution for fixation of remuneration of the statutory auditors	Voted in favour	626	1419308033	99.31042	52	6180628963	100 Approx	678	7599936996	99.9991
	Voted Against	10	71388	0.00499509	1	33	0	11	71421	0.0009
	Invalid Votes	2	240	-	4	19	-	6	259	-

Special Businesses:

Item No. 6: Ordinary Resolution for appointment of Shri Anil Kumar Singh (DIN: 07004069) as Director	Voted in favour	363	1050671130	73.51652	51	6180628913	100 Approx	414	7231300043	95.1565
	Voted Against	266	368075959	25.75464	2	83	0	268	368076042	4.8435
	Invalid Votes	9	632572	-	4	19	-	13	632591	-
Item No. 7: Ordinary Resolution for appointment of Shri Kaushal Kishore Sharma (DIN: 03014947) as Director (Operation)	Voted in favour	405	1088099474	76.13542	52	6180628963	100 Approx	457	7268728437	95.649
	Voted Against	226	330647609	23.13574	1	33	0	227	330647642	4.351
	Invalid Votes	8	632568	-	4	19	-	12	632587	-
Item No. 8: Special Resolution to raise fund upto ₹ 5,000 crores through issue of bonds/ debentures on private placement basis	Voted in favour	619	1419366645	99.31452	52	6180628963	100 Approx	671	7599995608	99.9998
	Voted Against	19	13006	0.00091	1	33	0	20	13039	0.0002
	Invalid Votes	-	-	-	4	19	-	4	19	-



Item No. 9: Ordinary Resolution for ratification of remuneration of the Cost Auditor for the financial year 2015-16	Voted in favour	622	1419367616	99.31458	52	6180628963	100 Approx	674	7599996579	99.9998
	Voted Against	14	11875	0.00083	1	33	0	15	11908	0.0002
	Invalid Votes	2	170	-	4	19	-	6	189	-
Item No. 10: Special Resolution to approve transactions to be entered into with Associate Company	Voted in favour	599	1392548381	97.43802	52	6180628963	100 Approx	651	7573177344	99.6471
	Voted Against	37	26821502	1.87672	1	33	0	38	26821535	0.3529
	Invalid Votes	2	9778	-	4	19	-	6	9797	-

Based on consolidated result of the voting, aforesaid resolutions as set out in the AGM notice were passed by requisite majority.

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ए. के. रस्तोगी / A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
स्कॉप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
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