BEFORE THE MINISTRY OF CORPORATE AFFAIRS
GOVERNMENT OF INDIA
SHASTRI BHAWAN, NEW DELHI
ORIGINAL JURISDICTION
COMPANY APPLICATION DATED 28TH AUGUST, 2012
{UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956 (1 OF 1956)}

IN THE MATTER OF:

Section 391(1)(b) of the Companies Act, 1956.

And

IN THE MATTER OF:

Scheme of Amalgamation between NTPC Hydro Limited (Transferor Company) and NTPC Limited.

And

IN THE MATTER OF:

NTPC Limited, a Company incorporated under the Companies Act, 1956 having its Registered Office at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi- 110003.).....Applicant / Transferee Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY

To,
The Equity Shareholders of the NTPC Limited, the Applicant Company.

TAKE notice that by Orders made on December 20, 2012 and January 21, 2013, the Hon'ble Ministry of Corporate Affairs, has directed that a meeting of the Equity Shareholders of NTPC Limited ("Applicant Company"), be convened for considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of NTPC Hydro Limited (Transferor Company) and NTPC Limited (Transferee Company).

Take further notice that in pursuance of the said Orders and as directed therein, a meeting of the Equity Shareholders of the Applicant Company will be convened and held at **YUGANTAR Auditorium, Badarpur Thermal Power Station, NTPC Limited, Mathura Road, New Delhi- 110 044 on Friday, the 24th day of May 2013 at 3:00 P.M.** at which time and place you are requested to attend.

Take further notice that you may attend and vote at the said meeting in person or by a Proxy, provided that a proxy in the prescribed form, duly signed by you or your authorised representative is deposited at the Registered Office of the Applicant Company at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi- 110003, not later than 48 hours before the time of the aforesaid meeting.

The Hon'ble Ministry of Corporate Affairs has appointed Mr. Arup Roy Choudhury, Chairman & Managing Director of the Applicant Company, to be the Chairman of the said meeting of Equity Shareholders.

A copy each of the Scheme of Amalgamation, Explanatory Statement under Section 393 of the Companies Act, 1956, form of proxy and attendance slip is enclosed.

Dated this 29th day of March 2013.

Sd/-
(Arup Roy Choudhury)
Chairman appointed for the meeting

Enclosures: As above

Registered Office: NTPC Bhawan
SCOPE Complex, 7 Institutional Area,
Lodi Road, New Delhi- 110003.

Notes:

1. All alterations made in the Form of Proxy should be initialed.
2. Only registered shareholders of the Applicant Company may attend and vote (either in person or by proxy or by Authorised Representative under section 187 of the Companies Act, 1956) at the shareholders meeting.
3. Body Corporate and Foreign Institutional Investor (FII) Equity Shareholder(s) would be required to deposit certified copies of Board/Custodial resolutions/Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of NTPC Limited at NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi- 110003 at least 48 hours before the time of holding the meeting.