

25-08-2015


NTPC Limited
 (A Govt. of India Enterprise)

CIN: L40101DL1975GOI007966

 Regd. Office: NTPC Bhawan, SCOPE Complex, 7 Institutional Area,
 Lodi Road, New Delhi- 110003. Tel. no.: 011-24360100, Fax: 011-24361018
 Email: ntppcc@ntpc.co.in Website: www.ntpc.co.in
Notice of 39th Annual General Meeting

Notice is hereby given that the 39th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 18th September, 2015 at 10.30 A.M. at Manekshaw Centre, Parade Road, New Delhi - 110010, to transact the business as stated in the notice thereof.

Notice is also hereby given that the Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 7, 2015 to Friday, September 18, 2015 (both days inclusive) for the said AGM and for payment of Final Dividend, subject to the approval of the same by the Shareholders at the aforesaid AGM.

Copies of the Notice convening AGM along with 39th Annual Report have been sent to all the members of the Company through electronic means to those members whose email ID's are registered with the Company/Depository Participants. In case of other members i.e. members not having registered email ID, as per the requirement of the Companies (Management and Administration) Rules, 2014, physical copies of the Notice convening AGM have been sent through Registered Post and the copies of 39th Annual Report have been sent at the registered address of Members by Book Post.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Clause 35B of the Listing Agreement, the Company is pleased to provide Remote e-voting facility to its Members enabling them to cast their vote electronically for all the resolutions as set in the AGM Notice dated 6th August, 2015 through the e-voting services provided by Karvy Computershare Private Limited (Karvy).

All the members are hereby informed that:

- (i) The remote e-voting period commences on Tuesday, 15th September, 2015 at 9.00 A.M. IST and ends on Thursday, 17th September, 2015, at 5.00 P.M. IST. Remote e-voting shall not be allowed beyond 5.00 P.M. on 17th September, 2015. The e-voting module shall be disabled by Karvy, for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) In case of any person becoming the member of the Company after the dispatch of AGM Notice but on or before the cut-off date, may write an email to evoting@karvy.com for obtaining login ID and password. If mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD<space> DP ID Client ID or MYEPWD<space> E-Voting Event Number + Folio No. to 9212993399. Further, if the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- (iii) Members may note that:
 - (a) The facility for voting through ballot paper shall be made available at the AGM;
 - (b) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again; and
 - (c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 11th September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (iv) The notice of AGM and the Annual Report is available on the Company's website: www.ntpc.co.in and Karvy Computershare Private Limited's website <https://evoting.karvy.com>

The Board of Directors has appointed Shri Pradeep K. Mittal, Advocate, M/s PKMG Law Chambers as the Scrutinizer, for conducting the voting/poll and remote e-voting process in a fair and transparent manner.

Members are requested to read the instructions pertaining to e-voting as printed in the AGM notice carefully. In case of any query/concern/ grievance connected with e-voting, the members are requested to contact Karvy's toll free no. 1800-345-4001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Suresh Babu D, Deputy Manager, Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilgampally, Hyderabad-500032. Phone No.: 040-67161518, E-mail: suresh.d@karvy.com

The documents pertaining to the items of the business to be transacted in the AGM are open for inspection at the Registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.

To support green initiative, members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or Karvy/ Company (for physical holding), for receiving all communications electronically.

For and on behalf of NTPC Limited

Sd/-

(A.K. Rastogi)

Company Secretary

Place: New Delhi

Date: 24/8/2015

Leading the Power Sector