

NTPC Limited

CIN: L40101DL1975GOI007966

Regd. Office: NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road,
New Delhi-110 003

Tel. no.: 011-24360959 Fax: 011-24360241

Email: csntpc@ntpc.co.in Website: www.ntpc.co.in

NOTICE

NOTICE is hereby given that the **48th Annual General Meeting** of the Members of NTPC Limited will be held on **Thursday, 29th August 2024 at 10.30 A.M. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

Resolved that the audited Standalone & Consolidated financial statement of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

2. To confirm payment of interim dividend and declare final dividend for the financial year 2023-24 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

Resolved that an interim dividend @ 45% (Rs.4.50 per equity share of Rs.10/-) on the paid-up equity share capital of the Company and final dividend @ 32.50% (Rs. 3.25 per equity share of Rs.10/-) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2023-24.

3. To appoint Shri Piyush Surendrapal Singh (DIN: 07492389) Government Nominee Director, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

Resolved that in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Piyush Surendrapal Singh (DIN: 07492389), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.

4. To fix the remuneration of the Statutory Auditors for the financial year 2024-25 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

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 2024-25.

SPECIAL BUSINESS:

5. To appoint Shri K. Shanmugha Sundaram (DIN: 10347322), as Director (Projects) of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri K. Shanmugha Sundaram (DIN: 10347322), who was appointed as Director (Projects), by the President of India vide Ministry of Power Order No. 8/12/2022-Th-1 dated 08th November, 2023 and subsequently appointed as an Additional Director and designated as Director (Projects) by the Board of Directors with effect from 01st December, 2023 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director (Projects) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.



6. To appoint Shri Ravindra Kumar (DIN: 10523088), as Director (Operations) of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri Ravindra Kumar (DIN: 10523088), who was appointed as Director (Operations), by the President of India vide Ministry of Power Order No. 8/2/2023-Th-1 dated 25th February, 2024 and subsequently appointed as an Additional Director and designated as Director (Operations) by the Board of Directors with effect from 26th February, 2024 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director (Operations) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

7. To ratify the remuneration of the Cost Auditors for the financial year 2024-25 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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)], the Company hereby ratifies the remuneration of Rs.47,40,000/- (Rupees Forty Seven Lakh and Forty Thousand only) as approved by the Board of Directors payable to 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 2024-25 as per detail set out in the Statement annexed to the Notice convening this Meeting.

Further resolved that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

8. To raise funds up to Rs. 12,000 Crore through issue of Non-Convertible Debentures (NCDs/Bonds) on Private Placement basis and in this regard to consider and if thought fit, to pass following resolution as a Special Resolution:

Resolved that pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14 (1) 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 ("NCDs/Bonds") up to Rs.12,000 Crore in one or more tranches/series not exceeding 12 (twelve), through private placement, in domestic market for capex, working capital and general corporate purposes, 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 2025-26, 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.

Further Resolved 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 NCDs 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 NCDs as it may, in its absolute discretion, consider necessary.

By order of the Board of Directors

Place: New Delhi
Date: 2 August 2024

Sd/-
(Ritu Arora)
Company Secretary

Notes: -

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022 and 25th September, 2023 and other circulars issued from time to time (collectively referred to as 'MCA Circulars') and SEBI vide circular dated 6th October, 2023 (referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video



Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars and the SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. In compliance with the statutory guidelines, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository participant/ Depositories. Members may please note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.ntpc.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com/>. Shareholders are advised to contact RTA, at the address mentioned in Para 13 below, with details like name, folio no. and self-attested copy of PAN & AADHAR in order to update their email ID.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM. Hence, Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Board has appointed Shri Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries as scrutinizer for e-voting.
6. Members of the Company under the category of Institutional Investors are requested to attend and vote at the AGM through VC. Corporate Members/ Institutional Investors intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at asacs2022@gmail.com.
7. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Members of the Company, in 47th Annual General Meeting held on 30th August, 2023, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2023-24. Accordingly, the Board of Directors has fixed audit fee of Rs.2,70,48,000/- (Rupees Two Crore Seventy Lakh Fourty Eight Thousand only) for the Statutory Auditors for the financial year 2023-24 in addition to applicable GST and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2024-25 are yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2024-25.
8. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.
9. A brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), as required under Regulation 36 of SEBI Listing Regulations, is annexed hereto and forms part of the Notice.
10. None of the Directors of the Company is in any way related with each other.

DIVIDEND

11. The Board of Directors, in its meeting held on 28th October, 2023 had declared the first interim dividend @22.50 % (Rs.2.25 per share) on the paid-up equity share capital of the Company which was paid on 23rd November, 2023. Further, the Board of Directors, in its meeting held on 29th January, 2024 had declared the second interim dividend @ 22.50 % (Rs.2.25 per share) on the paid-up equity share capital of the Company which was paid on 22nd February, 2024. Further, the Board of Directors, in its Meeting held on 24th May, 2024 has recommended a final dividend @ 32.50% (Rs.3.25 per share) on the paid-up equity share capital of the Company.



12. The Company has fixed Wednesday, 7th August, 2024 as record date for the purpose of payment of the final dividend. Final dividend, if approved at the AGM shall be paid on or after Wednesday, 11th September, 2024.

TDS on dividend

13. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 01st April, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed under the Income Tax Act, 1961 ("IT Act"). To enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/RTA by sending the required documents by 16th August, 2024. For the detailed process, please visit website of the Company <https://www.ntpc.co.in/investor-updates/dividend-tds-communication>. The aforesaid documents, as applicable, are required to be emailed at tdsdiv@ntpc.co.in and dividend.ntpc@taxpc.com, to enable the Company to determine the appropriate TDS rates. Communication on the tax determination/deduction received post 16th August, 2024, 1730 Hours (IST) shall not be considered for payment of the Final Dividend.

Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - **Beetal Financial & Computer Services Pvt. Ltd. at 3rd Floor, Beetal House, 99, Madangir, Delhi-110062:**

- a) A signed request letter by the first holder, mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i. Name of Bank and Bank Branch;
 - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii. 11-digit IFSC Code;
 - iv. 9 digit MICR Code.
- b) Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and
- d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in demat form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Any instruction pertaining to the remittance of dividend would not be entertained other than the particulars that are mapped with the DPs.

INVESTOR EDUCATION AND PROTECTION FUND

14. Pursuant to the provisions of section 124(5) of the Companies Act, 2013, read with Regulation 61A of Securities and Exchange Board of India (LODR) (Fifth Amendment) Regulations, 2021, the Company has transferred the unpaid or unclaimed Final dividend for the financial year 2015-16, Interim dividend for the financial year 2016-17, unclaimed interest on Tax Free Bonds 2013 paid in 2016-17, unclaimed interest on Tax Free Bonds 2015 paid in 2016-17 and unclaimed interest on Bonus Debenture for the financial year 2016-17 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF Rules & amendments thereto, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of closure of financial year i.e. 31st March, 2024 on the website of the Company (www.ntpc.co.in) and also on the website of the Ministry of Corporate Affairs (<https://www.iepf.gov.in>) as per timelines stated in IEPF Rules.
15. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, in the name of IEPF Authority. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Company has transferred shares to the IEPF authority



from time to time. Members are advised to visit the web-link: <https://www.ntpc.co.in/iepf-details> to check details of shares transferred to IEPF authority. The procedure for claiming shares from IEPF account is also available on the website of the Company.

16. Unclaimed Final dividend for the financial year 2016-17 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 23rd November, 2024 pursuant to the provisions of Section 124 of the Companies Act, 2013. Accordingly, corresponding shares on which dividend has not been paid or claimed for seven consecutive years shall also be liable to be transferred to the account of IEPF. Unclaimed interest on Tax Free Bonds 2013 and Tax-Free Bonds 2015 paid in 2017-18 will be due for transfer to the Investor Education and Protection Fund of the Central Government on 16th December, 2024 and 5th October, 2024, respectively. Further, Unclaimed interest on Bonus Debenture paid in 2017-18 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 25th March, 2025.

WEBCASTING

17. In compliance with the provisions of Regulation 44(6) of the SEBI Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 10.30 A.M. (IST) onwards on Thursday, 29th August 2024.

PROCEDURE FOR INSPECTION OF DOCUMENTS

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to agm2024@ntpc.co.in.

OTHER INFORMATION

19. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent (RTA) along with relevant Share Certificates.
20. SEBI, vide notification dated 8th June, 2018 read with notification dated 24th January 2022, any requests for effecting transfer/ transposition/ transmission of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Shareholders holding shares in physical form, are advised to dematerialize their shares.
21. SEBI vide its circular dated 16th March, 2023 mandated all listed companies to record PAN, Nomination and Contact details, Bank A/c details and specimen signature for their corresponding folio numbers of holders of physical securities. The Company has completed the process of sending letters through its RTA to the Members holding shares in physical form in relation to above referred SEBI Circular. Members holding shares in electronic form are requested to submit their details to their Depository Participant(s).
22. Members, holding shares in physical form, may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debentures) Rules, 2014, any person to whom their shares in the Company shall vest on occurrence of event stated in the Form. Persons holding shares in physical form may send Form-SH 13 in duplicate to RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective DP.
23. Annual listing fee for the year 2024-25 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2024-25 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
24. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.



Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

Item No. 5: Appointment of Shri K. Shanmugha Sundaram (DIN: 10347322) as Director (Projects)

Shri K. Shanmugha Sundaram (DIN: 10347322), was appointed as Director (Projects), by the President of India vide Ministry of Power Order No. 8/12/2022-Th-1 dated 08th November, 2023 till the date of superannuation or until further orders, whichever is earlier and was accordingly appointed as an Additional Director w.e.f. the date of taking over charge and to hold office up to this Annual General Meeting on the basis of recommendation of Nomination & Remuneration Committee including PRP. He has taken charge as Director (Projects), NTPC on 01st December, 2023. The terms and conditions regulating the appointment of Shri K. Shanmugha Sundaram as Director (Projects) shall be determined by the Government of India. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri K. Shanmugha Sundaram.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri K. Shanmugha Sundaram, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 6: Appointment of Shri Ravindra Kumar (DIN: 10523088) as Director (Operations)

Shri Ravindra Kumar (DIN: 10523088), was appointed as Director (Operations), by the President of India vide Ministry of Power Order No. 8/2/2023-Th-1 dated 25th February, 2024 till the date of superannuation or until further orders, whichever is earlier and was accordingly appointed as an Additional Director w.e.f. the date of taking over charge and to hold office up to this Annual General Meeting on the basis of recommendation of Nomination & Remuneration Committee including PRP. He has taken charge as Director (Operations), NTPC on 26th February, 2023. The terms and conditions regulating the appointment of Shri Ravindra Kumar as Director (Operations) shall be determined by the Government of India. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Ravindra Kumar.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Ravindra Kumar, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 7: Ratification of Remuneration payable to Cost Auditors

Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2024-25 was decided by the Board of Directors. The Board of Directors in its meeting held on Saturday, 27th July 2024 has accorded approval for payment of total fee of Rs.47,40,000/- (Rupees Forty Seven Lakh Forty Thousand only) for cost audit for the Financial year 2024-25. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes/ levies shall be in addition to fees.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2024-25.

The Board of Directors recommended the passing of the proposed Resolution by members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Ordinary Resolution, except to the extent of their shareholding in the Company.



Item No. 8: To raise funds up to Rs. 12,000 Crore through issue of Non-Convertible Debentures (NCDs/ Bonds) on Private Placement basis

The Company is the largest power producer in India. As the Company is under capacity expansion mode, major portion of capital expenditure requirement of the Company has to be funded by debt. The Company borrows in the form of NCDs, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc. The NCDs are raised by the Company under public issue route or through private placement basis.

In addition to capital expenditure requirement as explained above, Company also needs to borrow for meeting its working capital requirement and other general corporate purposes which is partly proposed to be met through issuance of NCDs.

The provisions of Section 42 of Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require the Company to seek a Special Resolution from its shareholders for raising the NCDs on private placement basis. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient, if the Company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In view of the above, approval of the Shareholders of the Company is being sought to authorize the Board of Directors to make offer(s) or invitation(s) to subscribe to the secured/unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures ("NCDs/Bonds") up to Rs. 12,000 Crore in one or more tranches/series not exceeding 12 (twelve), through private placement, in domestic market for capex, working capital and general corporate purposes 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 2025-26, whichever is earlier, subject to ceiling approved by the shareholders under Section 180 (1) (c) of Companies Act, 2013.

The Board of Directors of the Company in its Meeting held on 29th June, 2024 has approved the proposal and recommends the passing of the proposed Special Resolution.

The Directors or key managerial personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

By order of the Board of Directors

Place: New Delhi
Date: 2 August 2024

Sd/-
(Ritu Arora)
Company Secretary



Brief Resume of Directors seeking appointment/re-appointment

Name	Shri Piyush Surendrapal Singh	Shri K. Shanmugha Sundaram	Shri Ravindra Kumar
Date of Birth & Age	26/10/1976 47 years	21/05/1967 57 years	02/10/1967 56 years
Date of Appointment	31/05/2022	01/12/2023	26/02/2024
Qualifications	B. Tech (Civil) from IIT Delhi	Electronics and Communication Engineering graduate from Govt. College of Technology, Coimbatore and PGDM from MDI Gurgaon in the area of Strategy & Finance	B.Sc. (Engineering) in Mechanical engineering from BIT Sindri
Expertise in Specific Functional Area	He is a 2000 Batch IAS officer from Maharashtra Cadre. He worked in various capacities in District Administration, Department of Social Justice & Empowerment and Department of health & family welfare, Government of Maharashtra. He also served in Uttrakhand in Planning department, Dehradun. He has wide experience in the area of Public Administration and Planning.	He joined NTPC as Graduate Engineer Trainee officer in 1988 and has more than 35 years of diverse and versatile experience in Project as well as Commissioning stages of 110, 210, 500, 660 and 800 MW fleets, across various states in India. He was actively involved for the development of 1 st supercritical power project of NTPC at Sipat and has worked in various capacities at NTPC Darlipali Project. During his tenure as Head of Project at NTPC Barauni (720 MW), a taken over Project from Bihar State Electricity Board, project commissioning was accomplished. As Head of Project at Talcher Kaniha (3000 MW), he was influential in improving the performance of the station which has ensured CII-ITC Sustainability award and also construction of FGD.	He joined NTPC Limited as Graduate Engineer Trainee officer in 1989 and has more than 34 years of diverse and versatile experience in Commissioning, O&M, Engineering and Project management. He has exposure of working at Corporate Centre in Engineering department and as a technical support to Director (Technical). He was actively involved in development of 1 st Maitree supercritical power project of Bangladesh India Friendship Power Company Limited (BIFPCL), Bangladesh. During his tenure as Chief Technical Officer (CTO), he spearheaded all Engineering, erection and O&M activities of 660 MW 1 st Unit of BIFPCL. As Chief Executive Officer (CEO), Patratu Vidyut Utpadan Nigam Limited, he expedited various construction and erection activities.
Directorship held in other companies	1) Northen Eastern Electric Power Corpn Ltd 2) THDC India Limited	1) Aravali Power Company Private Limited 2) Meja Urja Nigam Private Limited 3) NTPC Renewable Energy Limited 4) NTPC Green Energy Limited 5) Patratu Vidyut Utpadan Nigam Limited 6) Hindustan Urvarak & Rasayan Limited 7) Energy Efficiency Services Limited	1) NTPC SAIL Power Company Limited 2) Jhabua Power Limited 3) NTPC GE Power Services Private Limited 4) NTPC Tamil Nadu Energy Company Limited 5) NTPC Mining Limited 6) Bhartiya Rail Bijlee Company Limited 7) NTPC BHEL Power Projects Private Limited
Memberships/ Chairmanship of committees across all public companies*	Audit Committee: NIL Stakeholders' Relationship Committee: 1. Northen Eastern Electric Power Corpn Ltd (Member)	Audit Committee: NIL Stakeholders' Relationship Committee: 1. Energy Efficiency Services Limited (Chairman)	Audit Committee: NIL Stakeholders' Relationship Committee: NIL
Number of shares held in NTPC Ltd. as on 31.03.2024	Nil	Nil	5266
Attendance in Board Meetings held during 2023-24	No. of meetings held: 15 No. of meetings attended: 14	No. of meetings held: 5 No. of meetings attended: 5	No. of meetings held: 2 No. of meetings attended: 2

*In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, membership of the Audit Committee and Stakeholders' Relationship Committee have only been taken into consideration.







A. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular dated 11th July, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS (Internet-based Demat Account Statement) user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.



Type of shareholders	Login Method
	<ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on login option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on https://evoting.cdslindia.com/Evoting/EvotingLogin home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in "**Process for those shareholders whose email ids are not registered**".

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.



2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asacs2022@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to agm2024@ntpc.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to agm2024@ntpc.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master circular dated 11th July, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.



3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

B. GENERAL INSTRUCTIONS FOR SHAREHOLDERS JOINING MEETING, REMOTE E-VOTING AND E-VOTING DURING AGM:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. The voting period begins on **Sunday, 25th August, 2024 at 9:00 AM and ends on Wednesday, 28th August, 2024 at 5:00 PM**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Thursday, 22nd August 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may **register themselves as speakers by sending their request in advance at least seven (7) days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at agm2024@ntpc.co.in**. Request given on other email IDs will not be considered. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as may be appropriate for smooth conduct of the AGM. Members who are not able to join this Meeting over video conferencing will be able to view the live webcast of proceedings of AGM on the website of the Company. *The shareholders who do not wish to speak during the AGM but have queries in respect of items of businesses proposed to be transacted at the meeting, may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at agm2024@ntpc.co.in. These queries will be replied by the company suitably by email.*
8. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and did not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

