



A Maharatna Company

एन टी पी सी लिमिटेड

(भारत सरकार का उद्यम)

**NTPC Limited**

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय / Corporate Centre

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

Dated: 12.10.2017

<b>Manager (Listing)</b> National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E) Mumbai-400 051	<b>General Manager</b> Department of Corporate Services Bombay Stock Exchange Limited 1 <sup>st</sup> Floor, P.J.Towers Dalal Street Mumbai – 400 001
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**Sub.: Minutes of 41<sup>st</sup> Annual General Meeting of NTPC Limited held on 20.09.2017**

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Minutes of 41<sup>st</sup> Annual General Meeting of the Company held on Wednesday, September 20, 2017 for your reference and record.

Thanking you,

Yours faithfully,

**(K.P. GUPTA)**  
**Co. Secretary &**  
**Compliance Officer**

**Encl.: As above**

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110003  
कार्पोरेट पहचान नम्बर: L40101DL1975GO1007966 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, Lodhi Road, New Delhi-110003  
Corporate Identification Number : L40101DL1975GO1007966 Tel. : 011-24387333 Fax : 011-24361018 E-mail : ntpccc@ntpc.co.in  
Website : www.ntpc.co.in

**MINUTES OF 41<sup>st</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NTPC LIMITED HELD ON WEDNESDAY, SEPTEMBER 20, 2017 AT 10.30 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, NEW DELHI - 110010**

**PRESENT:**

1.	Shri Gurdeep Singh	:	Chairman & Managing Director & Member
2.	President of India (Through Authorised Representative Shri S.K. Kassi, Director (Thermal), Ministry of Power, Government of India)	:	Member
3.	Shri K. Biswal	:	Director & Member
4.	Shri K. K. Sharma	:	Director & Member
5.	Shri Aniruddha Kumar	:	Director & Member
6.	Shri Seethapathy Chander	:	Director
7.	Shri S. Roy	:	Director & Member
8.	Shri A.K. Gupta	:	Director & Member
9.	Shri K.P. Gupta	:	Company Secretary

**BY INVITATION:**

<b>Statutory Auditors:</b>			
1.	Shri Lalit Singh Negi	:	M/s T.R. Chadha & Co. LLP , Chartered Accountants
2.	Shri Prakash Sharma	:	M/s PSD & Associates, Chartered Accountants
3.	Shri Ajay Kumar Mishra	:	M/s Sagar & Associates, Chartered Accountants
<b>Secretarial Auditor:</b>			
4.	Shri Sachin Agarwal	:	M/s Agarwal S. & Associates
<b>Scrutinizer:</b>			
5.	Shri Amit Kaushal	:	Practising Company Secretary

- 20,113 Members present, in person or through proxy (357 holding 43,165 shares), marked their attendance. These included the nominee of the Government of India, holding 62.99% shares on the date of AGM, the Directors who are also the Members of the Company and the bodies corporate through their authorised representatives.
- In accordance with Article 33 of the Articles of Association of the Company, Shri Gurdeep Singh, Chairman & Managing Director took the Chair.



3. Company Secretary introduced the Chairman & Managing Director and Directors on the Board especially Shri Seethapathy Chander, Independent Director & Chairman of the Audit Committee to answer the queries of the shareholders. He also acknowledged the presence of Shri S.K. Kassi, Director (Thermal), Union Ministry of Power, the Authorised Representative of the President of India.

He then stated that Dr. (Ms.) Gauri Trivedi, Independent Director Chairman of Stakeholders' Relationship Committee and Nomination & Remuneration could not attend the Meeting due to her other pre-occupation. Shri Rajesh Jain, Independent Directors could not attend the meeting due to unforeseen circumstances. However, other members of these Committees were present in the Meeting.

4. Since quorum as per the Companies Act, 2013 i.e. 30 members were present in person, the Chairman & Managing Director announced that the meeting was called to order. He welcomed the Members to 41<sup>st</sup> Annual General Meeting of the Company.
5. The Chairman & Managing Director also acknowledged the presence of the statutory and secretarial auditors of the Company and the scrutinizer appointed for scrutinising e-voting and polling at AGM.
6. The Chairman & Managing Director stated that the Register of Directors & Key Managerial Personnel & their shareholding, Proxy Registers were available for inspection of the Members during the Meeting.
7. With the consent of all the Members present, the Notice convening the meeting, Directors' Report along with annexures thereto for the year 2016-17, the copies of which were with the shareholders, were taken as read.
8. The Chairman & Managing Director then delivered his speech. The printed copies of the Chairman's Statement in Hindi and English were also distributed to the Members. The brief of his speech was as under:

He stated that the Company crossed the 50,000MW+ mark in the installed capacity in financial year 2016-17. With this increased capacity base, your Company has further strengthened its position as the market leader in the country and finds a place amongst the largest and most respected power majors across the globe.

The GDP of India grew at an appreciable 7.1% rate in FY 2016-17, which got translated into a power generation growth of close to 5%. Power demand is expected to pick up, which is being reflected in the rise in merchant tariffs.

He then stated the recent key initiatives in the sector including flexibility in the use of domestic coal, Cross Border Electricity Trade Policy, compensation allowed for partial loading of generating units, new National Energy Policy by NITI Aayog, UJALA: GoI's scheme for Affordable LEDs, in order to promote energy efficiency,



SHAKTI: will enable power plants to get fuel linkages and launch of various Apps bringing in more transparency in the sector.

He then highlighted NTPC's robust performance during FY 2016-17 such as:

1. Commissioned power projects of 3,845 MW capacity.
2. Declared 2190 MW capacity on commercial operation, including 510 MW of solar projects.
3. Achieved PLF of 78.59% as against all India PLF of 59.88%. The country's top three stations in terms of PLF, Talcher Thermal, Sipat and Korba, are owned by your Company.
4. The group generated approximately 24% power in the country with 15.5% share of installed capacity.
5. Achieved "EXCELLENT" MoU rating by Government of India.
6. Started coal mining operations and flagged off first coal rake from Pakri Barwadih.
7. Group capital expenditure for FY 2016-17 was ₹33,991 Cr.
8. Realized 100% revenue from current bills from customers.
9. Revenue stood at ₹79,342 Cr. and Profit After Tax (PAT) was ₹9,385 Cr.
10. Total dividend of ₹4.78 per share comprising interim dividend of ₹2.61 per equity share paid and recommended final dividend of ₹2.17 per equity share, subject to approval of shareholders.
11. Total dividend payout including tax is 50.54% of Profit After Tax (as compared to 32.42% last year).
12. Honored with Business Standard "Star PSU Award".
13. Awarded IPMA International Project Excellence Award for Vindhyachal Stage V.

Some important events during FY18 were:

1. Govt holding in your Company is now 62.99% - post disinvestment of 6.75% - fetching over ₹9200 Cr. for the Government.
2. Started commercial operations from the first 800 MW unit at Kudgi in Karnataka.
3. Very significantly, your Company added wind to its power generation portfolio, by commissioning of 40 MW wind plant at Rojmal in Gujarat.

He then apprised the growth plans of the Company which comprised both organic and inorganic growth opportunities, coal mining etc. Towards Sustainable



Operations, generation of the Company (Group) increased by more than 5%, contributing close to 24% of the country's generation. Although profit before tax of NTPC increased by as high as 16.91%, Profit after Tax was subdued, primarily due to impairment on investment in Ratnagiri Gas and Power Private Limited. The initiatives taken to sustain Company's strong operational performance included reducing cost of power, innovation, research and development, compliance with environmental norms, employees' safety, health and training, social responsibility beyond CSR, swachh bharat, digital India, etc.

The Chairman & Managing Director then stated the challenges and opportunities before the Company like village electrification, scaling up of power generation target through a mix of conventional and renewable energy sources, brown-field and inorganic growth, developing and operating own coal mines, phasing out old inefficient units and replacing them with highly efficient units and developing electric vehicle charging infrastructure.

Regarding Corporate Governance, he stated that good governance is built into the very fabric of Company's culture encompassing all structures and processes. For the Company, robust Corporate Governance is a mean to improve efficiency, enhance investor confidence and boost returns to shareholders. There were zero audit observations from CAG for the FY 2016-17, a great feat reflecting utmost transparency and integrity – towards the shareholders and the country.

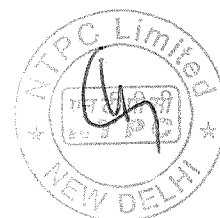
The Company revisited its vision and core values in FY 2016-17. The new core values were represented by the acronym ICOMIT, which stands for:

- I: Integrity
- C: Customer Focus
- O: Organizational Pride
- M: Mutual Respect and Trust
- I: Innovation and Learning
- T: Total Quality and Safety

These core values inspire all our actions and decisions, nurturing a culture of commitment to provide maximum value to our shareholders.

The Chairman & Managing Director concluded his speech by thanking the Government of India, particularly the Ministry of Power, CERC, CEA, State Governments, valued customers, Auditors, Vendors and other authorities and agencies that 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 and shareholders for their sustained support to the Company.

9. The Chairman & Managing Director thereafter requested Company Secretary to read out the Independent Auditors' Report.



10. Company Secretary read out the Independent Auditors' Report dated May 29, 2017. There were no qualifications, observations or comments in the Statutory Auditors' Report. In the Secretarial Audit Report, the observation was regarding inadequate number of Independent Directors on the Board of the Company and that the Company has not carried out the performance evaluation of Directors. Since NTPC is a Government Company, the directors are appointed by the Government of India. Functional directors and government nominee directors are evaluated by the Government of India and this had been adequately explained in the Board's Report by the Management.
11. The Chairman & Managing Director stated that pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, the Company had provided remote e-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 16, 2017 (9.00 A.M.) to September 19, 2017 (5.00 P.M.). 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 13, 2017.

The Chairman & Managing Director requested Company Secretary to brief the Members about the voting procedure at the AGM.

Company Secretary stated that the members who could not exercise their vote through remote 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 Companies Act, 2013, those Shareholders who had cast their vote through remote e-voting mechanism could take part in the Meeting but were not allowed to vote again at the Meeting.

He then stated that Shri Amit Kaushal, Practising Company Secretary was appointed as a Scrutinizer to scrutinize the e-voting process as well as polling made at the AGM.

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



## **12. ANNUAL ACCOUNTS AND REPORTS OF THE BOARD AND AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2017**

Company Secretary read the following Ordinary Resolution for:

- (a) Adoption of Audited Standalone Financial Statement of the Company for the year ended 31<sup>st</sup> March 2017 and Reports of the Board of Directors and Auditors thereon.

“Resolved that the audited standalone Financial Statement of the Company for the year ended 31<sup>st</sup> March 2017 and reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- (b) Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2017 and report of the Auditors thereon.

“Resolved that the audited consolidated Financial Statement of the Company for the year ended 31<sup>st</sup> March 2017 and report of the Auditors thereon be and are hereby received, considered and adopted.”

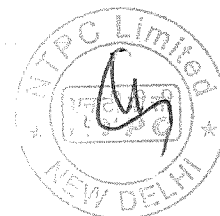
The Chairman & Managing Director stated that the resolution was placed for approval of the shareholders to adopt the audited Standalone Financial Statements and audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017, Directors' Report, Auditors' Report and other documents as per requirement of the Companies Act, 2013.

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

## **13. CONFIRMATION OF PAYMENT OF INTERIM DIVIDEND AND DECLARATION OF FINAL DIVIDEND**

Company Secretary read the following Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2016-17:

“Resolved that an interim dividend @ 26.10% (₹ 2.61 per share) on the paid-up equity share capital of the company amounting to ₹ 2,152.07 crore paid in February 2017 be and is hereby confirmed and pursuant to the recommendation of the Board of Directors, final dividend @ 21.70% (₹ 2.17 per share) of the paid-up equity share capital of the company amounting to ₹ 1,789.26 crore be and is hereby declared out of the profits of the Company for the financial year 2016-17 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 20, 2017 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 furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on September 8, 2017.”

The Chairman & Managing Director stated that the Board had declared interim dividend @26.10% (₹ 2.61 per share) of the paid-up share capital of the Company which had already been paid in the month of February, 2017 and the Board had recommended final dividend @ 21.7% (₹ 2.17 per share) of the paid-up share capital of the Company for the financial year ended 31<sup>st</sup> March 2017.

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

#### **14. RE-APPOINTMENT OF SHRI K.K. SHARMA AS DIRECTOR**

Company Secretary read the following ordinary resolution for re-appointment of Shri K.K. Sharma, Director, who retires by rotation and being eligible, offered himself for re-appointment:

“Resolved that Shri K.K. Sharma, Director (DIN: 03014947) 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 stated that the resolution was placed for approval of the shareholders for re-appointment of Shri K.K. Sharma, Director (Operations) who retired by rotation and being eligible, offered himself for re-appointment as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

#### **15. AUTHORISING BOARD TO FIX REMUNERATION OF STATUTORY AUDITORS**

Company Secretary read the ordinary resolution for fixation of remuneration of Statutory Auditors for the financial year 2017-18:

“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 2017-18.”

The Chairman & Managing Director stated that NTPC being a Government Company, statutory auditors were appointed by the Comptroller and Auditor General of India. The resolution was placed for approval of the shareholders to authorize Board of



Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2017-18 as per the provisions of the Companies Act, 2013.

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

#### **16. APPOINTMENT OF SHRI SAPTARSHI ROY AS DIRECTOR**

Company Secretary read the ordinary resolution for appointment of Shri Saptarshi Roy 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 thereunder, Shri Saptarshi Roy (DIN: 03584600), who was appointed as Director (Human Resources), by the President of India vide Ministry of Power letter No. 8/2/2006-Th-I dated 8<sup>th</sup> August, 2016 and subsequently appointed as an Additional Director and designated as Director (Human Resources) by the Board of Directors with effect from 1<sup>st</sup> November, 2016 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 Saptarshi Roy as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Human Resources) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

The Chairman & Managing Directors stated that Shri Saptarshi Roy was appointed as Additional Director w.e.f. 1<sup>st</sup> November, 2016. The resolution was placed for approval of the shareholders to appoint Shri Saptarshi Roy as Director (Human Resources) of the Company as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

#### **17. APPOINTMENT OF SHRI ANAND KUMAR GUPTA AS DIRECTOR**

Company Secretary read the ordinary resolution for appointment of Shri Anand Kumar Gupta, 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 thereunder, Shri Anand Kumar Gupta (DIN: 07269906), who was appointed as Director (Commercial), by the President of India vide Ministry of Power letter No. 8/3/2006-Th-I dated 3<sup>rd</sup> February, 2017 and subsequently



appointed as an Additional Director and designated as Director (Commercial) by the Board of Directors with effect from 3<sup>rd</sup> February, 2017 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 Anand Kumar Gupta as a candidate for the office of a director of the Company, be and is hereby appointed as Director (Commercial) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

The Chairman & Managing Director stated that Shri Anand Kumar Gupta was appointed as Additional Director w.e.f. 3<sup>rd</sup> February, 2017. The resolution was placed for approval of the shareholders to appoint Shri Anand Kumar Gupta as Director (Commercial) as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

#### **18. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2017-18**

Company Secretary read the ordinary resolution for ratification of remuneration of Cost Auditors for the Financial Year 2017-18:

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 ₹ 31,01,250/- (Rupees Thirty One Lacs One Thousand Two Hundred and Fifty only) as approved by the Board of Directors payable to Cost Auditors to be appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18 as per detail 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, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

The Chairman & Managing Director stated that the Board of Directors approved remuneration of cost auditors for the financial year 2017-18. Resolutions were placed for ratification of remuneration to Cost Auditor(s) for the financial year 2017-18 as per the provisions of the Companies Act, 2013.



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

### **19. AUTHORISING BOARD TO RAISE FUNDS UPTO ₹ 15,000 CRORE THROUGH ISSUE OF BONDS/ DEBENTURES ON PRIVATE PLACEMENT BASIS**

Company Secretary read the special resolution to raise funds upto ₹ 15,000 Crore through issue of Bonds/Debentures on Private Placement Basis:

Resolved that pursuant to Section 23, 42, 71 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 ₹ 15,000 Crore in one or more tranches/ series not exceeding 30 (thirty), through private placement, in domestic market for capex, working capital and general corporate purpose, 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 2018-19 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 stated that the resolutions were placed for authorizing the Board to approve issue of secured/ unsecured, redeemable, taxable/ tax-free, cumulative/ non-cumulative, non-convertible debentures (Bonds) upto ₹ 15,000 crore in one or more tranches through private placement, in domestic market for Capex, working capital and general corporate purposes during the period commencing from the date of passing Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2018-19 whichever is earlier, as per the provisions of the Companies Act, 2013.

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



## 20. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Company Secretary read the special resolution for amendment in the Articles of Association of the Company to insert provision regarding consolidation and re-issuance of debt securities:

Resolved that pursuant to Section 14 of the Companies Act, 2013, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any other applicable statutory provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Articles of Association by inserting Article 7A after Article 7 to be read as under:

### **Article 7A: Consolidation and re-issuance of debt Securities**

*Subject to the requirements of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and any other requirement of any regulatory authority, the Company shall, as and when required, carry-out consolidation and re-issuance of non-convertible debt Securities issued on Private Placement basis.*

Resolved further that the Board be and is hereby authorised to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

The Chairman & Managing Director stated that as per SEBI Circular dated 30.06.2017, the companies are required to make an enabling provision in the Articles of Association to carry out consolidation and reissuance of debt securities.

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

21. The Chairman & Managing Director then invited shareholders to ask questions and seek clarifications on items of business mentioned in the Notice.

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, particularly solar power projects, initiatives and work undertaken under Corporate Social Responsibility, good governance practices and handsome dividends. Some of the members gave suggestions regarding arrangements at the AGM venue and efficient shareholders services.

The Chairman & Managing Director thanked the Members for kind words and appreciation and stated that the suggestions and feedback would be evaluated.



Director (Finance) responded to the query raised by Members regarding payment of dividend and bonus etc.

22. After the poll was over, the ballot boxes were sealed by the scrutinizer. The ballot boxes were opened in the presence of two witnesses. 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 Company Secretary 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.

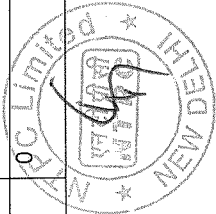
Company Secretary then stated that since the counting of the votes and verification of the ballot papers would take some time, the result of the poll along with the result of e-voting would be put up at the website of the Company at [www.ntpc.co.in](http://www.ntpc.co.in), stock exchange and on the website of RTA at the URL <https://evoting.karvy.com> on or before 22<sup>nd</sup> September 2017.

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. All the voting having being completed, the Chairman & Managing Director announced the conclusion of 41<sup>st</sup> Annual General Meeting of the Company at 11:30 a.m.
25. On the basis of the Consolidated Report of the Scrutinizer for the electronic voting and for the Poll dated 20.09.2017, the summary of which is mentioned hereunder, the Chairman & Managing Director announced the results of the voting on 21.09.2017 that all the resolutions for the ordinary and special businesses as set out in Item No. 1 to 9 in the Notice of 41<sup>st</sup> Annual General Meeting of the Company have been duly passed by the requisite majority.



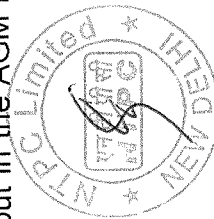
**Brief Particulars of the Consolidated Report of the Scrutinizer for the electronic voting and for the Poll dated  
20.09.2017:**

Particulars	Remote e- Voting		Polling		Consolidated	
	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
<b>Ordinary Businesses:</b>						
Item No.1 Ordinary Resolution for adoption of audited Standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon	Voted in favour 2381825611 Voted Against 10200831 Invalid Votes 63219667	99.573549 0.426451 0	5203631049 0 201	100 0 0	7585456660 10200831 63219668	99.865702 0.134298 0
Item No. 2: Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2016-17	Voted in favour 245358853 Voted Against 69 Invalid Votes 2083802	99.999997 0.000003 0	5203631049 0 201	100 0 0	7658989902 69 2084003	99.999999 0.000001 0
Item No. 3: Ordinary Resolution for reappointment of Shri K.K. Sharma(DIN: 03014947), who retires by rotation	Voted in favour 1824411591 Voted Against 567098864 Invalid Votes 65932269	76.287000 23.713000 0	5203631049 0 201	100 0 0	7028042640 567098864 65932470	92.533400 7.466600 0
Item No. 4: Ordinary Resolution for fixation of remuneration of Statutory Auditors	Voted in favour 2448949438 Voted Against 6408762 Invalid Votes 2084523	99.738989 0.261011 0	5203631049 0 201	100 0 0	7652580487 6408762 2084724	99.916324 0.083676 0
<b>Special Businesses:</b>						
Item No. 5: Ordinary Resolution for appointment of Shri Saptarshi Roy (DIN: 03014947)	Voted in favour 1828888336 Voted Against 562622176 Invalid Votes 65932212	76.474192 23.525808 0	5203631049 0 201	100 0 0	7032519385 562622176 65932413	92.592341 7.407659 0



Particulars	Remote e- Voting		Polling		Consolidated	
	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
03584600), as Director (Human Resources)						
Item No. 6: Ordinary Resolution for appointment of Shri Anand Kumar Gupta (DIN: 07269906), as Director (Commercial)	1828889594	76.474246	5203631049	100	7032520643	92.592358
Item No. 7: Ordinary Resolution for ratification of remuneration of the Cost Auditors for the financial year 2017-18	562620881	23.525754	0	0	562620881	7.407642
Item No. 8: Special Resolution for raising of funds upto ₹ 15,000 Crore through issue of Bonds/ Debentures on Private Placement basis	65932249	0	201	0	65932450	0
Item No. 9: Special Resolution for amending Articles of Association of the Company to insert provision regarding Consolidation and re-issuance of debt Securities	2455355121	99.999881	5203631049	100	7658986170	99.999962
	2930	0.000119	0	0	2930	0.000038
	2084673	0	201	0	2084874	0
	2455351730	99.999742	5203631049	100	7658982779	99.999917
	6338	0.000258	0	0	6338	0.000083
	2084656	0	201	0	2084857	0
	2455354926	99.999873	5203631049	100	7658985975	99.999959
	3115	0.000127	0	0	3115	0.000041
	2084683	0	201	0	2084884	0

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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