



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: AGM-42

Dated: September 21, 2018

General Manager Department of Corporate Services Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001	Manager National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E) Mumbai-400 051
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Sub.: Compliance under Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

In continuation with our letter dated 20.09.2018 and in compliance with the provisions of the Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results (in specified format) in respect of items of business transacted at the 42nd Annual General Meeting of the Company held on Thursday, 20th September, 2018 at 10.30 A.M. at Manekshaw Centre, Parade Road, New Delhi – 110010 alongwith the report of the scrutinizers.

Thanking you.

Yours faithfully,

(Nandini Sarkar)

Company Secretary

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

NTPC LIMITED AGM 2018

Date of the AGM: 20 th Sep 2018

Total number of shareholders on record date: '572402' No. of Shares: '8245464400'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :			1	No. of Shares:	5093257695		
Public :			15497	No. of Shares:	2212487		

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

1. Adoption of audited standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon. Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	5093257695	100	5093257695	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2548732933	87.98	2548732933	0	100.00000%	0.00000%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2896787696	2548732933	87.98	2548732933	100.00000%	0.00000%
Public-Others	E-Voting	255419009	40555601	15.88	40554412	1189	99.99707%	0.00293%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		255419009	40621677	15.9	40620488	99.99707%	0.00293%



Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
	Total	8245464400	7682612305	93.17%	7682611116	1189	99.99998%	0.00002%

2. Confirmation of payment of interim dividend and to declare final dividend for the year 2017-18. Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2561959443	0	100.00000%	0.00000%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2561959443	0	100.00000%	0.00000%
Public-Others	E-Voting	255419009	102129943	39.99	102128337	1606	99.99843%	0.00157%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102196019	40.01	102194413	1606	99.99843%	0.00157%
	Total	8245464400	7757413157	94.08%	7757411551	1606	99.99998%	0.00002%

3. Re-appointment of Shri Saptarshi Roy, Director (HR) (DIN: 03584600), who retires by rotation and being eligible, offers himself for re-appointment Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2155819639	406139804	84.14730%	15.85270%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2155819639	406139804	84.14730%	15.85270%
Public-Others	E-Voting	255419009	102126114	39.98	102099153	26961	99.97360%	0.02640%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102192190	40.01	102165229	26961	99.97362%	0.02638%
	Total	8245464400	7757409328	94.08%	7351242563	406166765	94.76414%	5.23586%



Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

4. Fixation of remuneration of Statutory Auditors for the year 2018-19 Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2551523480	10435963	99.59266%	0.40734%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2551523480	10435963	99.59266%	0.40734%
Public-Others	E-Voting	255419009	102127015	39.98	102119467	7548	99.99261%	0.00739%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102193091	40.01	102185543	7548	99.99261%	0.00739%
Total		8245464400	7757410229	94.08%	7746966718	10443511	99.86537%	0.13463%

5. Appointment of Shri M.P. Singh (DIN: 07937931), as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2549990674	11039079	99.56896%	0.43104%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2549990674	11039079	99.56896%	0.43104%
Public-Others	E-Voting	255419009	102125044	39.98	102101240	23804	99.97669%	0.02331%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102191120	40.01	102167316	23804	99.97671%	0.02329%
Total		8245464400	7756478568	94.07%	7745415685	11062883	99.85737%	0.14263%

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

6. Appointment of Shri Pradeep Kumar Deb (DIN: 03424714), as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2548630359	12399394	99.51584%	0.48416%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2548630359	12399394	99.51584%	0.48416%
Public-Others	E-Voting	255419009	102122741	39.98	102100550	22191	99.97827%	0.02173%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102188817	40.01	102166626	22191	99.97828%	0.02172%
Total		8245464400	7756476265	94.07%	7744054680	12421585	99.83986%	0.16014%

7. Appointment of Shri Shashi Shekhar (DIN: 01747358), as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2550403124	10626629	99.58506%	0.41494%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2550403124	10626629	99.58506%	0.41494%
Public-Others	E-Voting	255419009	102119650	39.98	102098409	21241	99.97920%	0.02080%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102185726	40.01	102164485	21241	99.97921%	0.02079%
Total		8245464400	7756473174	94.07%	7745825304	10647870	99.86272%	0.13728%

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

8. Appointment of Shri Subhash Joshi (DIN: 07946219), as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2550403124	10626629	99.58506%	0.41494%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2550403124	10626629	99.58506%	0.41494%
Public-Others	E-Voting	255419009	102122963	39.98	102101050	21913	99.97854%	0.02146%
	Poll		66076	0.03	66066	10	99.98487%	0.01513%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102189039	40.01	102167116	21923	99.97855%	0.02145%
Total		8245464400	7756476487	94.07%	7745827935	10648552	99.86271%	0.13729%

9. Appointment of Shri Vinod Kumar (DIN: 00955992), as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2549042809	11986944	99.53195%	0.46805%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2549042809	11986944	99.53195%	0.46805%
Public-Others	E-Voting	255419009	102122198	39.98	102100224	21974	99.97848%	0.02152%
	Poll		66076	0.03	66066	10	99.98487%	0.01513%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102188274	40.01	102166290	21984	99.97849%	0.02151%
Total		8245464400	7756475722	94.07%	7744466794	12008928	99.84518%	0.15482%

(0) (0) (0)

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

10. Appointment of Shri Susanta Kumar Roy (DIN: 07940997), as Director (Projects) Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2160295920	401663523	84.32202%	15.67798%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2160295920	401663523	84.32202%	15.67798%
Public-Others	E-Voting	255419009	102121522	39.98	102100390	21132	99.97931%	0.02069%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102187598	40.01	102166466	21132	99.97932%	0.02068%
Total		8245464400	7757404736	94.08%	7355720081	401684655	94.82192%	5.17808%

11. Appointment of Shri Prasant Kumar Mohapatra (DIN: 07800722), as Director (Technical) Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2160295920	401663523	84.32202%	15.67798%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2160295920	401663523	84.32202%	15.67798%
Public-Others	E-Voting	255419009	102119876	39.98	102103301	16575	99.98377%	0.01623%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102185952	40.01	102169377	16575	99.98378%	0.01622%
Total		8245464400	7757403090	94.08%	7355722992	401680098	94.82198%	5.17802%



Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

12. Appointment of Shri Prakash Tiwari (DIN: 08003157), as Director (Operations) Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2160295920	401663523	84.32202%	15.67798%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2160295920	401663523	84.32202%	15.67798%
Public-Others	E-Voting	255419009	102123450	39.98	102103488	19962	99.98045%	0.01955%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102189526	40.01	102169564	19962	99.98047%	0.01953%
Total		8245464400	7757406664	94.08%	7355723179	401683485	94.82194%	5.17806%

13. Appointment of Shri Vivek Kumar Dewangan (DIN: 01377212), as Government Nominee Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	100	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2110243070	451716373	82.36832%	17.63168%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2110243070	451716373	82.36832%	17.63168%
Public-Others	E-Voting	255419009	102120833	39.98	102101946	18887	99.98151%	0.01849%
	Poll		66076	0.03	66066	10	99.98487%	0.01513%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102186909	40.01	102168012	18897	99.98151%	0.01849%
Total		8245464400	7757404047	94.08%	7305668777	451735270	94.17672%	5.82328%



Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

14. Appointment of Dr. Bhim Singh (DIN: 08189580) as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	5093257695	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2552225007	8804746	99.65620%	0.34380%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2552225007	8804746	99.65620%	0.34380%
Public-Others	E-Voting	255419009	102120923	39.98	102098781	22142	99.97832%	0.02168%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102186999	40.01	102164857	22142	99.97833%	0.02167%
Total		8245464400	7756474447	94.07%	7747647559	8826888	99.88620%	0.11380%

15. Appointment of Dr. K.P.Kylasanatha Pillay (DIN: 08189583) as Independent Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	5093257695	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561029753	88.41	2552225007	8804746	99.65620%	0.34380%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561029753	88.41	2552225007	8804746	99.65620%	0.34380%
Public-Others	E-Voting	255419009	102122162	39.98	102100281	21881	99.97857%	0.02143%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102188238	40.01	102166357	21881	99.97859%	0.02141%
Total		8245464400	7756475686	94.07%	7747649059	8826627	99.88620%	0.11380%

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

16. Appointment of Ms. Archana Agrawal (DIN: 02105906), as Government Nominee Director Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	5093257695	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2110655520	451303923	82.38442%	17.61558%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2110655520	451303923	82.38442%	17.61558%
Public-Others	E-Voting	255419009	102122724	39.98	102106018	16706	99.98364%	0.01636%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		102188800	40.01	102172094	16706	99.98365%	0.01635%
Total		8245464400	7757405938	94.08%	7306085309	451320629	94.18207%	5.81793%

17. To ratify the remuneration of Cost Auditors for the Financial Year 2018-19 Ordinary Resolution

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	5093257695	5093257695	0	100.00000%	0.00000%
Public – Institutional holders	E-Voting	2896787696	2561959443	88.44	2559227297	2732146	99.89336%	0.10664%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2561959443	88.44	2559227297	2732146	99.89336%	0.10664%
Public-Others	E-Voting	255419009	101704896	39.82	101695253	9643	99.99052%	0.00948%
	Poll		66076	0.03	66076	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		101770972	39.84	101761329	9643	99.99052%	0.00948%
Total		8245464400	7756988110	94.08%	7754246321	2741789	99.96465%	0.03535%

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
18. Raising of funds up to Rs. 12,000 Crore through issue of Bonds/Debentures on Private Placement basis Ordinary Resolution Special Resolution								

Special Resolution

Promoter and Promoter Group	E-Voting	5093257695	0	0	0	0	0.00000%	0.00000%
	Poll		5093257695	100	5093257695	0	100.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		5093257695	5093257695	100	5093257695	0	100.00000%
Public – Institutional holders	E-Voting	2896787696	2410332981	83.21	2410332981	0	100.00000%	0.00000%
	Poll		0	0	0	0	0.00000%	0.00000%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		2896787696	2410332981	83.21	2410332981	0	100.00000%
Public-Others	E-Voting	255419009	101826178	39.87	101800625	25553	99.97491%	0.02509%
	Poll		66076	0.03	65976	100	99.84866%	0.15134%
	Postal Ballot (if applicable)		0	0	0	0	0.00000%	0.00000%
	Total		255419009	101892254	39.89	101866601	25653	99.97482%
Total		8245464400	7605482930	92.24%	7605457277	25653	99.99966%	0.00034%



J. K. Gupta & Associates

(Company Secretaries)

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**Consolidated Report of
Scrutinizer for E-voting & Poll**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman and Managing Director
M/s. NTPC LIMITED
NTPC Bhawan, Scope Complex, 7,
Institutional Area Lodhi Road,
New Delhi-110003

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting conducted through tabs at the 42nd (Forty-Second) Annual General Meeting of M/s. NTPC Limited held on Thursday, September 20th, 2018 at 10.30 A.M.

Respected Sir,

I, **Jitesh Gupta**, Practicing Company Secretary having its office at 257, Vardhman City Centre-2, Near Shakti Nagar Railway under Bridge, New Delhi-110052 was appointed as the Scrutinizer by the Board of directors of **NTPC limited** ("the Company") pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process in respect of the resolutions as set out in the notice dated 8th August, 2018 convening the 42nd Annual General Meeting for the financial year 2017-2018 of the members of the Company held at Manekshaw Center, Parade Road, New Delhi – 110010 on Thursday, the 20th day of September, 2018 at 10:30 A.M.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules framed thereunder relating to voting through electronic means and remote voting at Annual General Meeting on the resolutions contained in the notice of the 42nd Annual General Meeting for the financial year 2017-2018 of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the remote voting at the 42nd Annual General Meeting is restricted to make a Scrutinizer report of the Votes Cast "in favor" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting facility.

The results of the voting in respect of the said Resolution are as under:

ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March 2018, the reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2018 and the report of the Auditors thereon..



(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1562	2589287345	99.99995%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1600	7682611116	99.9999%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	6	1189	0.00005%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	6	1189	0.00001%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

2. To confirm payment of interim dividend and declare final dividend for the year 2017-18.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1574	2664087780	99.99994%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1612	7757411551	99.99997%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	6	1606	0.00006%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	6	1606	0.00003%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

3. To appoint a Director in place of Shri Saptarshi Roy, Director (HR) (DIN: 03584600), who retires by rotation and being eligible, offers himself for re-appointment.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1255	2257918792	84.75399%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1293	7351242563	94.76414%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	313	406166765	15.24601%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	313	406166765	5.23585%



(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

4. To fix the remuneration of the Statutory Auditors for the year 2018-19.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1521	2653642947	99.60799%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1559	7746966718	99.86537%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	42	10443511	0.39201%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	42	10443511	0.13463%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

SPECIAL BUSINESS:

5. To appoint Shri M. P. Singh (DIN: 07937931), as Independent Director 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, Shri M. P. Singh (DIN: 07937931), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24th October, 2017 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1475	2652091914	99.58459%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1513	7745415685	99.85737%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	76	11062883	0.41541%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	76	11062883	0.14263%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-



6. To appoint Shri Pradeep Kumar Deb (DIN: 03424714), as Independent Director 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, Shri Pradeep Kumar Deb (DIN: 03424714), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24th October, 2017 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1468	2650730909	99.53358%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1506	7744054680	99.83985%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	77	12421585	0.46642%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	77	12421585	0.16015%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

7. To appoint Shri Shashi Shekhar (DIN: 01747358), as Independent Director 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, Shri Shashi Shekhar (DIN: 01747358), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24th October, 2017 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1471	2652501533	99.60018%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1509	7745825304	99.86272%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	67	10647870	0.39982%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	67	10647870	0.13728%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

8. To appoint Shri Subhash Joshi (DIN: 07946219), as Independent Director 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, Shri Subhash Joshi (DIN: 07946219), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24th October, 2017 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1475	2652504174	99.60015%
Voting through Tab (at AGM)	37	5093323761	99.99999%
Poll	-	-	-
Total	1512	7745827935	99.86271%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	62	10648542	0.39985%
Voting through Tab (at AGM)	1	10	0.00001%
Poll	-	-	-
Total	63	10648552	0.13728%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-



9. To appoint Shri Vinod Kumar (DIN: 00955992), as Independent Director 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, Shri Vinod Kumar (DIN:00955992), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 24th October, 2017 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1467	2651143033	99.54907%
Voting through Tab (at AGM)	37	5093323761	99.99999%
Poll	-	-	-
Total	1504	7744466794	99.84517%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	73	12008918	0.45093%
Voting through Tab (at AGM)	1	10	0.00001%
Poll	-	-	-
Total	74	12008928	0.15482%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-



10. To appoint Shri Susanta Kumar Roy (DIN: 07940997), 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, Shri Susanta Kumar Roy (DIN: 07940997), who was appointed as Director (Projects), by the President of India vide Ministry of Power Order No. 8/7/2016- Th-I dated 18th January, 2018 and subsequently appointed as an Additional Director and designated as Director (Projects) by the Board of Directors with effect from 19th January, 2018 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.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1253	2262396310	84.92221%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1291	7355720081	94.8219%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	296	401684655	15.0779%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	296	401684655	5.1781%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

11. To appoint Shri Prasant Kumar Mohapatra (DIN: 07800722), as Director (Technical) 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, Shri Prasant Kumar Mohapatra (DIN: 07800722), who was appointed as Director (Technical), by the President of India vide Ministry of Power Order No. 8/4/2016-Th-I dated 30th January, 2018 and subsequently appointed as an Additional Director and designated as Director (Technical) by the Board of Directors with effect from 31st January, 2018 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 (Technical) of the Company on terms & conditions as may be fixed by the Government of India and he shall be liable to retire by rotation.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1253	2262399221	84.92237%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1291	7355722992	94.8219%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	291	401680098	15.07763%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	291	401680098	5.1781%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-



12. To appoint Shri Prakash Tiwari (DIN: 08003157), 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, Shri Prakash Tiwari (DIN: 08003157), who was appointed as Director (Operations), by the President of India vide Ministry of Power Order No. 8/5/2017-Th-I dated 30th January, 2018 and subsequently appointed as an Additional Director and designated as Director (Operations) by the Board of Directors with effect from 31st January, 2018 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.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1259	2262399408	84.92226%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1297	7355723179	94.8219%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	292	401683485	15.07774%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	292	401683485	5.1781%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

13. To appoint Shri Vivek Kumar Dewangan (DIN: 01377212), as Government Nominee Director on the Board 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, Shri Vivek Kumar Dewangan (DIN: 01377212), who was appointed as Government Nominee Director, by the President of India vide Ministry of Power Order No. 20/8/2016-Coord (Pt-V) dated 19th April, 2017 and Order No. 20/8/2016-Coord. (Vol-V) dated 24th April, 2018 and subsequently appointed as Government Nominee Director by the Board of Directors with effect from 28th April, 2018 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 Government Nominee Director of the Company on terms & conditions as may be fixed by the Government of India and he shall not be liable to retire by rotation.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1201	2212345016	83.04348%
Voting through Tab (at AGM)	37	5093323761	99.99999%
Poll	-	-	-
Total	1238	7305668777	94.1767%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	348	451735260	16.95652%
Voting through Tab (at AGM)	1	10	0.00001%
Poll	-	-	-
Total	349	451735270	5.8233%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-



14. To appoint Dr. Bhim Singh (DIN: 08189580), as Independent Director 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, Dr. Bhim Singh (DIN: 08189580), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 20/6/2017-Coord. dated 17th July 2018 and subsequently appointed as an Additional Director by the Board of Directors effective from the date 30th July 2018 and 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1471	2654323788	99.66855%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1509	7747647559	99.88619%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	71	8826888	0.33145%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	71	8826888	0.11381%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

15. To appoint Dr. K.P.Kylasanatha Pillay (DIN: 08189583), as Independent Director 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, Dr. K.P. Kylasanatha Pillay (DIN: 08189583), who was appointed as Independent Director, by the President of India vide Ministry of Power Order No. 20/6/2017-Coord. dated 17th July, 2018 and subsequently appointed as an Additional Director by the Board of Directors effective from the date 30th July 2018 and 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 Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1470	2654325288	99.66856%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1508	7747649059	99.8862%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	71	8826627	0.33144%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	71	8826627	0.1138%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-



16. To appoint Ms. Archana Agrawal (DIN: 02105906) Government Nominee Director on the Board 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, Ms. Archana Agrawal (DIN: 02105906), who was appointed as Government Nominee Director, by the President of India vide Ministry of Power Order No. 20/08/2016-Coord (Pt-V) dated 30th July 2018, and subsequently appointed as an Additional Director by the Board with effect from 7th August, 2018 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 Government Nominee Director of the Company on terms & conditions as may be fixed by the Government of India and she shall not be liable to retire by rotation.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1214	2212761538	83.05906%
Voting through Tab (at AGM)	38	5093323771	100%
Poll	-	-	-
Total	1252	7306085309	94.1820%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	338	451320629	16.94094%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	338	451320629	5.818%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

17. To ratify the remuneration of the Cost Auditors for the financial year 2018-19 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 ₹. 31,68,750/- (Rupees thirty one lacs sixty eight thousand seven hundred and fifty 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 2018-19 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 authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1513	2660922550	99.89707%
Voting through Tab (at AGM)	38	5093323771	100%
Poll		-	-
Total	1551	7754246321	99.9646%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	38	2741789	0.10293%
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	38	2741789	0.0354%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

18. To raise funds up to ₹ 12,000 Crore through issue of Bonds/Debentures 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, nonconvertible debentures ("Bonds") upto ₹ 12,000 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 2019-20 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 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.

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1361	2512133606	99.99898%
Voting through Tab (at AGM)	37	5093323671	99.99999%
Poll	-	-	-
Total	1398	7605457277	99.9996%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	72	25553	0.00102%
Voting through Tab (at AGM)	1	100	0.00001%
Poll	-	-	-
Total	73	25653	0.0004%

(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and at Annual General Meeting through Tab	Number of Votes Cast (shares)
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		No.	Percentage
Remote E-Voting	-	-	-
Voting through Tab (at AGM)	-	-	-
Poll	-	-	-
Total	-	-	-

Further to inform that the quorum present in 42nd Annual General Meeting is in accordance with the provisions of Section 103(1) of the Companies Act, 2013.

This is to be noted that all the above mentioned 18 (eighteen) resolutions has been passed with requisite majority.

Thanking you
Yours faithfully

For J. K. Gupta & Associates

J.K. Gupta
Jitesh Gupta
(Proprietor)
C.P. No. 2448
M. No. FCS 3978



Date: 21.09.2018
Place: Delhi

Acknowledgement receipt of the Report
For and on behalf of "NTPC LIMITED"

for **Mr. Gurdeep Singh**
(Chairman and Managing Director)
DIN: - 00307037
Address: A-5, Niti Bagh,
Delhi-110049

Date: -
Place: - Delhi

Saptarshi Roy
SAPTARSHI ROY
Director (Human Resources)
NTPC Limited
NTPC Bhawan, Core-7, SCOPE Complex
Lodhi Road, New Delhi-110 003
DIN 03584600