

## NTPC Limited

CIN: L40101DL1975GOI007966

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

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### NOTICE

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of NTPC Limited will be held on **Wednesday, 20<sup>th</sup> September, 2017 at 10.30 a.m. at Manekshaw Centre, Parade Road, New Delhi – 110 010** to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) the Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2017, 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 31<sup>st</sup> March 2017 and the report of the Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend for the year 2016-17.
3. To appoint a Director in place of Shri K.K. Sharma (DIN: 03014947), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors for the year 2017-18.

#### SPECIAL BUSINESS:

5. To appoint Shri Saptarshi Roy (DIN: 03584600), as Director (Human Resources) 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 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.
6. To appoint Shri Anand Kumar Gupta (DIN: 07269906), as Director (Commercial) 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 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.
7. To ratify the remuneration of the Cost Auditors for the financial year 2017-18 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 ₹ 31,01,250/- (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.”

8. To raise funds upto ₹ 15,000 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 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.

9. To amend Articles of Association of the Company with a view to insert provision regarding Consolidation and re-issuance of debt Securities and in this regard to consider and if thought fit, to pass following resolution as a **Special Resolution**:

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.”

By order of the Board of Directors



(K.P.Gupta)  
Company Secretary

Place: New Delhi  
Date: 4<sup>th</sup> August, 2017

## 41<sup>st</sup> Annual Report 2016-17

Notice of 41<sup>st</sup> AGM



**Notes:-**

1. 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.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. In order to be effective, the proxy form duly completed should be deposited at the registered office of the company not less than forty eight hours before the scheduled time of the annual general meeting. Blank proxy form is enclosed.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable.
3. Every member entitled to vote at a meeting of the company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering remote E- voting facility to all the Shareholders of the Company in respect of items to be transacted at this Annual General Meeting. User ID and Password including instructions for e-voting are given overleaf of Proxy form. All members are requested to read those instructions carefully before casting their e-vote. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting. Members who have not voted electronically can cast their vote at the meeting through ballot papers.
6. Brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, is annexed hereto and forms part of the Notice.
7. Members are requested to:-
  - i. note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - ii. bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - iii. note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Karvy Computershare Private Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
  - iv. deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
  - v. note that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - vi. quote their Folio / Client ID & DP ID Nos. in all correspondence.
  - vii. note that due to strict security reasons mobile phones, briefcases, eatables and other belongings will not be allowed inside the Auditorium.
  - viii. note that no gifts/coupons will be distributed at the Annual General Meeting.
8. The Board of Directors, in its meeting held on February 8, 2017, had declared an interim dividend @ 26.10 % (₹ 2.61 per share) on the paid-up equity share capital of the company which was paid on February 22, 2017. Members who have not encashed or not received their dividend warrants may approach RTA of the Company for revalidating the warrants or for obtaining duplicate warrants. The Board of Directors, in its Meeting held on May 29, 2017, has recommended a final dividend @ 21.7% (₹ 2.17 per share) on the paid-up equity share capital of the company.

9. The Register of Members and Share Transfer Books of the Company will remain closed from September 9, 2017 to September 20, 2017 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of Section 91 of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid on September 29, 2017 to the Members whose names appear on the Company's Register of Members on September 20, 2017 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear 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 9, 2017.
10. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed final dividend for the financial year 2008-09 and interim dividend for the financial year 2009-10, on or before due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 20, 2016 (date of last Annual General Meeting) on the website of the Company ([www.ntpc.co.in](http://www.ntpc.co.in)) and also on the website of the Ministry of Corporate Affairs (<http://www.iepf.gov.in>).
11. Unclaimed final dividend for the financial year 2009-10 and Interim dividend for the financial year 2010-11 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 23<sup>rd</sup> November, 2017 and 1<sup>st</sup> April, 2018 respectively pursuant to the provisions of Section 124 of the Companies Act, 2013.
12. **Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://www.ntpc.co.in/en/Investors/miscellaneous-download> to ascertain details of unclaimed shares liable for transfer in the name of IEPF Authority in due course.**
13. Members, who have not registered their NECS Mandate, are requested to send their NECS Mandate Form to the Registrar / Investor Service Department of the Company or to their DP, as the case may be. For any change in bank particulars due to banker having migrated their operations to core banking solutions, Members are requested to register a fresh NECS Mandate with the revised bank particulars.
14. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent (RTA) alongwith relevant Share Certificates.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit PAN to their DP with whom they are maintaining their demat accounts. It has also made mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of transfers and for securities market transactions and off-market/ private transactions involving transfer of shares of listed companies in physical form. Accordingly, members holding shares in physical mode should attach a copy of their PAN Card for every transfer request sent to the Company / RTA.
16. 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) Rule, 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.
17. Members are requested to notify immediately any change of address:
  - i. to their DP in respect of shares held in dematerialized form, and
  - ii. to the Company at its Registered Office or to its RTA in respect of their physical shares, if any, quoting their folio number.
18. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to Shri K. P. Gupta , Company Secretary of the Company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.

## 41<sup>st</sup> Annual Report 2016-17

Notice of 41<sup>st</sup> AGM



19. Annual listing fee for the year 2017-18 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2017-18 was paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
20. 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 40<sup>th</sup> Annual General Meeting held on September 20, 2016, had authorised the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2016-17. Accordingly, the Board of Directors has fixed audit fee of ₹ 1,65,20,000/- (Rupees One Crore Sixty Five Lakh Twenty Thousand only) for the Statutory Auditors for the financial year 2016-17 in addition to applicable service tax, education cess and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2017-18 have been 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 2017-18.
21. None of the Directors of the Company is in any way related with each other.
22. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
23. **Members who have not registered their e-mail addresses so far or who want to update their e-mail address, are requested to approach their respective DP (for electronic holding) or with RTA/ Company (for physical holding), for receiving all communication including Annual Report, Notices, Circulars, NECS intimation etc. for the Company electronically.**
24. Members and proxy holders may please carry photo ID card for identification/ verification purposes.
25. Route Map for venue of the meeting is enclosed.

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