

NTPC Limited

CIN: L40101DL1975GOI007966

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

Tel. no.: 011-24360100 Fax: 011-24361018

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

Notice of Postal Ballot

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)

To,
The Members,

Notice is hereby given to the members of NTPC Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of Members of the Company by passing resolutions by way of Postal Ballot, for following Special Business:-

Item no.1 : Increase in borrowing limit of the Company from ₹ 1,00,000 Crore to ₹ 1,50,000 Crore.

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of resolution passed at the 32nd Annual General Meeting held on September 17, 2008, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted in this regard) under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and / or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the money already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate ₹ 1,50,000 Crore (Rupees One Lakh and Fifty Thousand Crore only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

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."

Item no.2 : Creation of Mortgage and/or charge over the movable and immovable properties of the Company

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof constituted for this purpose) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/Financial Institutions/Agents/Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the Lenders of the Company towards security for borrowing of funds for the purposes of business of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions.

By order of the Board of Directors



(A.K. Rastogi)

Company Secretary

Place: New Delhi

Date: 23/7/2014

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 18th July, 2014.
3. The Company has appointed Shri P.K.Mittal, Advocate, M/s PKMG Law Chambers as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of Postal Ballot by e-mail and to others are being sent by Registered Post along with Postal Ballot Form.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than **6:00 P.M. on Monday, September 1, 2014** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled for voting thereafter.
6. In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Karvy Computershare Private Limited for providing e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. **E-voting is optional.**

Procedure & instructions for E-voting:

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com> or click on the link provided in the email, in case member receives an email from Karvy.
2. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID.

User-ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL : 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <p>Even no. (as given in Postal Ballot form) followed by Folio Number registered with the Company.</p>
Password	Your Unique password is printed on the Postal Ballot Form / sent via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. After entering these details appropriately, click on "LOGIN".
4. Members holding Shares in Demat/Physical form and using e-voting facility of Karvy Computershare Private Limited, for the first time, will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,# etc.). Kindly note that

this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

5. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and cast your vote earlier for any company, then your existing login id and password are to be used.
6. You need to login again with the new credentials.
7. On successful login, system will prompt to select the 'Event'.
8. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
9. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
10. Corporate / Institutional Members (Corporate / FIs/ FIIs/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to scrutinizer_ntpc@yahoo.in with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ EVEN No."
11. In case of Shareholders' receiving Postal Ballot Form by Post :
 - a. Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- b. Please follow all steps from Sl. No. (1) to (12) above, to cast vote.
 - c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the Toll Free No. given above.
 - d. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
12. Please contact toll free No. **1-800-34-54-001** for any further clarifications.
13. Members can cast their vote online from **3rd August, 2014 (10:00 A.M.) IST to 1st September, 2014 (6:00 P.M.) IST.**
14. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
15. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
16. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, inter-alia details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in NCT of Delhi.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business set out in notice of postal ballot:

Item no. 1

The Company is primarily engaged in the business of generation and sale of electricity in India. It is a diversified and integrated player in the power sector, as it is also engaged in various other complementary businesses, directly as well as through its subsidiaries and joint ventures, including consultancy, power trading, coal mining, electricity distribution and manufacture of equipment used in the power business. The Company is the largest power producer in India with installed capacity of 37,107 MW (standalone) as on 31st March 2014. The projects of the Company are to be financed by debt & equity in the ratio of 70:30.

As the Company is under a rapid capacity expansion mode, major portion of capital expenditure requirement of the Company has to be funded by debt. The main constituents of the Company's borrowings are generally in the form of bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc.

In the 32nd Annual General Meeting, the Board of Directors was authorized under section 293 (1)(d) of the Companies Act, 1956 to borrow money which at any time shall not exceed in the aggregate ₹ 1,00,000 crore (Rupees One Lac Crore Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves. Section 180 (1)(c) of the Companies Act, 2013 corresponds to Section 293 (1)(d) of the Companies Act, 1956 and the said section has been brought into effect from 12th September 2013. As per Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company shall not, except with the consent of the Company by passing a Special Resolution, borrow money, together with the money already borrowed by the Company, in excess of the paid-up capital and free reserves of the Company. As per General Circular No. 04/2014 dated 25th March 2014, Ministry of Corporate Affairs has clarified that approval available under Section 293 shall be valid for a period of one year from the date of notification of the Section 180 of Companies Act, 2013.

Keeping view of fund requirements of the Company due to capacity addition programme, the limit of ₹ 1,00,000 Crore is also required to be increased. As per estimates, by the end of 12th plan period (2012-17), borrowing upto ₹ 1,50,000 crore is likely to be made by the Company, which may exceed paid up share capital & free reserves of the Company.

In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution (s), for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital of the Company and its free reserves provided that total amount so borrowed shall not at any time exceed ₹ 1,50,000 Crore.

The Board of Directors of the Company in its 409th Meeting held on 11th July, 2014 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 1 of the Notice, by members of the Company.

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

Item no. 2

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution through Postal Ballot.

As the Company is under a rapid capacity expansion mode, large portion of capital expenditure requirement of the Company has to be funded by debt. The raising of funds through debt usually requires creation of security on the immovable/ movable properties, present or future, of the Company in favour of lenders. As creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors of the Company in its 409th Meeting held on 11th July, 2014 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 2 of the Notice, by members of the Company.

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

By order of the Board of Directors



(A.K. Rastogi)

Company Secretary

Place: New Delhi

Date: 23/7/2014



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Postal Ballot Form

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)

Serial no: _____

1.	Name(s) of Members (s) (Including Joint holders, if any in BLOCK LETTERS)	
2.	Registered Address of the Sole/First Holder	
3.	Folio No./ DP ID No. & Client ID no.* (*applicable to investors holding shares in dematerialized form)	
4.	No. of Shares held	

5. I/We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated **23rd July, 2014** of NTPC Limited (the "Company") by conveying / sending my / our assent or dissent to the said Special Resolutions by placing the tick (✓) mark in the appropriate box below:-

Item No.	Item	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase in borrowing limit of the Company from ₹ 1,00,000 Crore to ₹ 1,50,000 Crore			
2.	Creation of Mortgage and/or charge over the movable and immovable properties of the Company			

Place: _____

Date: _____

(Signature of the Member)

E-mail: _____

Tel / Mobile No.: _____

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote. Last date for receipt of Postal Ballot Forms by Scrutinizer is 1st September, 2014.

INSTRUCTIONS

1. A Shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postal charges will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company / R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
5. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach him not later than the close of working hours of 1st September, 2014 (i.e. 6:00 P.M. IST). Postal Ballot forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. A Shareholder can apply for duplicate postal ballot form through an email at evoting@karvy.com, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the close of working hours of 1st September, 2014 (i.e. 6:00 P.M. IST). For any clarification(s), please contact Karvy Computershare Private Limited on toll free number: **1-800-34-54-001**.
8. The right of voting by postal ballot shall not be exercised by proxy.
9. Members are requested to fill the postal ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder (s) on the cut-off date i.e. 18th July, 2014.
11. Unsigned, incomplete or incorrectly ticked postal ballot forms shall be rejected.
12. Members are requested not to send any other papers along with the postal ballot form in the enclosed self-addressed postage prepaid envelop. If any extraneous paper is found, the same will be destroyed by the scrutinizer.
13. There will be one postal ballot form for every folio/client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of postal ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure of e-voting is enumerated in the notes to the postal ballot notice.
16. The result along with scrutinizer's report of the postal ballot shall be announced and placed on the website of the company on or before 8th September, 2014.