

**NTPC LIMITED
NEW DELHI**

MINUTES OF PROCEEDINGS RELATting TO ANNOUNCEMENT OF RESULT OF POSTAL BALLOT (INCLUDING E-VOTING) BY NTPC LIMITED ON FRIDAY, SEPTEMBER 5, 2014 AT 1:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY i.e. NTPC BHAWAN, SCOPE COMPLEX, LODI ROAD, NEW DELHI-11003

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot Forms & Postal Ballot Notice dated 23rd July, 2014 containing Special Resolutions in relation to following Special Business were circulated to the Shareholders of the Company :

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

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

The process of dispatch of Postal ballot notice along with draft resolution & Postal Ballot Form, was completed on 2nd August, 2014 through electronic mail to the Shareholders whose e-mail IDs were registered in the depository records on 18th July, 2014 and in physical mode along with a pre-paid postage self-addressed Business Reply Envelope to the other Shareholders (i.e. whose e-mail ID's were not registered). An advertisement in this regard was published on 3rd August, 2014 in Delhi edition of Jansatta, Indian Express & Financial Express.

Further, as per the requirement of Clause 35B of the Listing Agreement, e-voting facility was provided to shareholders in addition to voting through postal ballot form. Voting both in physical and e-voting were available to shareholders from 3rd August, 2014 (10:00A.M.) IST to 1st September, 2014 (6:00PM) IST. Voting rights were reckoned on the paid up value of shares registered in the name(s) of the shareholder(s) as on cut-off date i.e. 18th July, 2014.

Mr. P.K.Mittal, Advocate, M/s PKMG Law Chambers was appointed by the Company as Scrutinizer for conducting postal ballot activity in fair & transparent manner. The Scrutinizer after carrying out the scrutiny of votes cast, electronically as well as physically, up to the working hours 6:00 P.M. of 1st September, 2014, submitted his report dated 3rd September 2014 to the Chairman & Managing Director. Brief summary of voting results was as follows:

Item no.	Brief Particulars of the Special Resolutions	Number of total, valid and invalid votes received by the Scrutinizer			Number of shares and %age of total votes cast in favour of the Resolution		Number of shares and %age of total votes cast against the Resolution	
		Total number of votes received	Total number of invalid votes	Total number of valid votes	Number of shares	%age of total votes	Number of shares	%age of total votes
1.	Increase in borrowing limit of the Company from Rs. 1,00,000 Crore to Rs. 1,50,000 Crore.	7169881058	22757	7169858301	7151857920	99.7489	18000381	0.2510

2.	Creation of Mortgage and/or charge over the movable and immovable properties of the Company	7169880909	22428	7169858481	7151852300	99.7488	18006181	0.2544
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On the basis of Scrutinizer's Report dated September 3, 2014, the Chairman & Managing Director declared on September 5, 2014 that the following Special resolutions have been passed by the Shareholders of the Company with requisite majority through postal ballot:

Resolution No. 1 - Increase in borrowing limit of the Company from Rs. 1,00,000 Crore to Rs. 1,50,000 Crore.

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 Rs. 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.

Resolution No. 2 : Creation of Mortgage and/or charge over the movable and immovable Properties of the Company

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.
