



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय / Corporate Centre

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

Dated: 13.09.2019

Manager (Listing) National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E) Mumbai-400 051	General Manager Department of Corporate Services Bombay Stock Exchange Limited 1 st Floor, P.J.Towers Dalal Street Mumbai – 400 001
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**Sub.: Minutes of 43rd Annual General Meeting of NTPC Limited held on
21.08.2019**

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Minutes of 43rd Annual General Meeting of the Company held on Wednesday, August 21, 2019 for your reference and record.

Thanking you,

Yours faithfully,

(Nandini Sarkar)
**Co. Secretary &
Compliance Officer**

Encl.: As above

MINUTES OF 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF NTPC LIMITED HELD ON WEDNESDAY, AUGUST 21, 2019 AT 10.30 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, NEW DELHI - 110010

PRESENT:

1.	Shri Gurdeep Singh	:	Chairman & Managing Director & Member
2.	President of India (Through Authorised Representative Shri Narendra Kumar, Deputy Secretary (Thermal), Ministry of Power, Government of India)	:	Member
3.	Dr. (Ms.) Gauri Trivedi	:	Director
4.	Shri Saptarshi Roy	:	Director & Member
5.	Shri A.K. Gupta	:	Director & Member
6.	Shri M.P. Singh	:	Director
7.	Shri P.K. Deb	:	Director
8.	Shri Shashi Shekhar	:	Director & Member
9.	Shri Vinod Kumar	:	Director & Member
10.	Shri Subhash Joshi	:	Director
11.	Shri S.K. Roy	:	Director & Member
12.	Shri Prakash Tiwari	:	Director
13.	Shri Vivek Kumar Dewangan	:	Director
14.	Dr. Bhim Singh	:	Director
15.	Dr. K.P. Kylasanatha Pillay	:	Director
16.	Ms. Nandini Sarkar	:	Company Secretary

BY ATTENDANCE:

Statutory Auditors:			
1.	Shri Lalit Singh Negi	:	M/s T.R. Chadha & Co. LLP , Chartered Accountants
2.	Shri Mukesh Bansal	:	M/s SN Dhawan & Co LLP, Chartered Accountants
Secretarial Auditor:			
3.	Ms. Priyanka Garg	:	M/s J.K. Gupta & Associates, Company Secretaries
Scrutinisers:			
4.	Shri Amit Kaushal	:	M/s A. Kaushal & Associates, Company Secretaries

- 3,044 Members present, in person or through proxy (24 proxy holders holding 4,930 shares), marked their attendance. These included the nominee of the Government of India, holding 5,39,29,20,157 (54.50%)



shares on the date of AGM, the Directors who are also the Members of the Company and the body corporates through their authorised representatives.

2. In accordance with Article 33 of the Articles of Association of the Company, Shri Gurdeep Singh, Chairman & Managing Director took the Chair.
3. Company Secretary introduced the Chairman & Managing Director and Directors on the Board. Dr. (Ms.) Gauri Trivedi, Independent Director & Chairman of the Audit Committee and Nomination & Remuneration Committee including PRP and Shri M.P. Singh, Independent Director & Chairman of the Stakeholders' Relationship Committee were present to answer the queries of the shareholders. She also acknowledged the presence of Shri Narendra Kumar, Deputy Secretary (Thermal), Ministry of Power, the Authorised Representative of the President of India.
4. Since quorum as per the Companies Act, 2013 i.e. 30 members were present in person, the Chairman & Managing Director announced that the meeting was called to order. He welcomed the Members to 43rd Annual General Meeting of the Company.
5. The Chairman & Managing Director also acknowledged the presence of the joint statutory auditors, secretarial auditors of the Company and the scrutinizer appointed for scrutinising remote e-voting and electronic voting at AGM.
6. The Chairman & Managing Director stated that the Register of Directors & Key Managerial Personnel & their shareholding, Proxy Registers and Annual Report were available for inspection of the Members during the Meeting.
7. With the consent of all the Members present, the Notice convening the meeting, Directors' Report along with annexures thereto for the year 2018-19, the copies of which were with the shareholders, were taken as read.
8. The Chairman & Managing Director then delivered his speech. The printed copies of the Chairman's Statement in Hindi and English were also distributed to the Members. The brief of his speech was as under:

He thanked each of the shareholders for their continued support and investment in the Company. He stated that the Company had shown all round performance and strengthened its fundamentals further. The Company had been ranked No#1 "Independent Power Producer and Energy Trader" in the Platts Top 250 Global Energy rankings 2018. The Tariff Regulations 2019, effective from 1st Apr'19 for a five-year period by Hon'ble CERC are forward looking regulations and capture the need of the sector through various provisions. The Govt. has also launched a scheme; Security Constrained Economic Dispatch on pilot basis with the objective of reducing cost of power.



He then stated that the Company had put in another year of great performance by surpassing 300 BU annual generation mark by NTPC group, added 2180 MW commercial capacity in FY19 and 1460 MW in Q1 FY20 and becoming 55+ GW Company, pursued inorganic growth through acquisition of Barauni Thermal Power Station, acquired JV partner's equity in KBUNL and NPGCL, won 545 MW Solar bids under Tariff Based Competitive Bidding (TBCB), realized 100% of the billed amount consecutively for the 16th year, achieved 6.81 MMT of coal production from Pakri-Barwadih and commissioned first Waste to Energy Plant at Karsara, Uttar Pradesh.

The Company had issued bonus shares in the ratio of 1:5. The Company was felicitated with certificate of appreciation by Hon'ble MoSP(I/c) for timely completion of SAUBHAGYA works in Odisha.

In FY19 also, the Company's PLF has consistently maintained a positive difference of over 15% as compared to the National PLF. Many initiatives are being taken to ensure sustainable business growth.

Renewable Energy has now acquired a much greater impetus in the total energy space across the globe; India is one of the major contributors towards this. The Company is geared to increase its green energy space and going aggressively.

Apart from 545 MW under TBCB, NTPC is setting up 217 MW of floating solar in the State of Telangana, AP and Kerala. NTPC is pursuing with Govt. of Gujarat for allocation of land for setting up 5 GW ultra mega Renewable energy projects at Kutch.

The installed capacity of NTPC Group has reached 55,786 MW and the commercial capacity was 54,326 MW. This included 928 MW renewables and 800 MW hydro. 705 MW Badarpur plant in NCT of Delhi was permanently decommissioned with effect from October 15, 2018. Even though the plant was meeting environmental norms, Delhi's poor air quality index improvement requirement led to this decision.

With consistent efforts, close coordination with coal companies and Railways, the materialization of Annual Contracted Quantity of coal had increased. The Company had made substantial progress in coal-mining. 7.31 MMT coal was extracted from Pakri Barwadih and Dulanga. He stated that Director General Mine Safety (DGMS), a Statutory Authority of Govt. of India, had selected Pakri-Barwadih as a model mine, which is one out of two in the entire country.

The Company had opened an office in Myanmar to explore the business opportunities. Construction activities of (2X660) MW Coal based project at Bangladesh were under progress. Discussions are underway with Govt. of Sri



Lanka for setting up of LNG based gas plant and a Solar PV Project. Business opportunities in BIMSTEC countries, Middle East and Africa were also being pursued by the Company.

Highlighting the financial performance of the Company, he stated that in FY19, the Company recorded a profit of over ₹12,600 Crore which was an increase of over 20% and the Company declared dividend of over ₹5,400 Crore to shareholders. This was the 26th consecutive year that the Company had paid dividend and the increase in dividend was 28.5% over last year. The weighted average cost of borrowings in FY19 was less than 7%.

As on 1st April 2019, Government's stake in the Company was 56.41%.

With sustained efforts, under recovery of fixed charges had reduced by 50%. Further, steps had been taken for eliminating under recovery.

With robust all round performance, the Company is expected to retain the "Excellent" rating for the MoU signed with Government of India again.

The Company is working with the objective of "Low Cost, Low Emission and Highest Safety". The Company's fleet of super critical boilers had resulted in reduction of specific coal consumption to 0.66 kg/kWh. Significant steps were being taken for reducing water consumption. Specific water consumption had been reduced by 1.3% when compared to FY18. Significant action had been taken for meeting the revised environmental norms issued by Environmental agencies. For meeting SOx norms, contracts had been finalized for over 75% of coal based capacity and contracts for rest of the capacity would be awarded in next 6 months' time. Similarly, action had also been taken for NOx compliance.

The Company is adopting digitalization for reducing downtime and thereby enhancing the availability of the power plants. Various digital initiatives were being taken to optimize processes, enable faster decision making, increase reliability, productivity and optimize resources.

The Company's continued thrust on employee capability development had resulted in creating talent pool of power professionals, who are well trained to operate and maintain the power Stations and deliver projects. The dedication of the employees had been one of the key differentiators vis-à-vis the peer groups. Work-hard culture of the employees has created an environment for achieving the best results at all times, thereby ensuring sustained returns to its shareholders.

The Company had been ranked 14th in the 2019's Great Place to Work list, and stood first among PSUs.



Corporate Social Responsibility has been the prime focus of the Company; Water, Sanitation, Health and Education are the focus areas. With the success of Girl Empowerment Mission (GEM) launched in FY18, the programmes had been started at 23 locations in FY19, covering 1900 school girls and inputs were given on academics, health, hygiene, self-defence, yoga and personality development. The Company had proactively helped cyclone affected Odisha areas and took part in restoration of power supply and providing emergency medical services. The Company had taken proactive steps for setting up appropriate governance systems and processes.

An example of the highly effective Corporate Governance practices at the Company was the fact that FY17, FY18 and FY19 saw 'Nil' audit observations from CAG, a great feat reflecting utmost transparency and integrity.

The Company's Sustainability Report for FY18 had been assured by Deloitte with Type-II, High Level category. NTPC is one of the three organizations and first PSU in India to have such highest level of assurance.

The Chairman & Managing Director concluded his speech by thanking the Government of India, particularly the Ministry of Power, Ministry of Coal, Ministry of Railways, Ministry of Environment, Forests and Climate Change, Ministry of New and Renewable Energy, DIPAM, CERC, CEA, State Governments, valued customers, Auditors, Vendors and other authorities and agencies that provided unstinted support to the Company. He conveyed his appreciation to the colleagues on the Board for their invaluable contribution in strengthening the Company. He also thanked the investors and shareholders for their sustained support to the Company.

9. The Chairman & Managing Director thereafter requested Company Secretary to read out the Independent Auditors' Report on Standalone Financial Statements and on consolidated Financial Statements for the year ended 31st March 2019.
10. Company Secretary read out the Independent Auditors' Reports dated 25th May 2019. There were no qualifications, observations or comments in the Statutory Auditors' Report. In the Secretarial Audit Report, the auditor had observed that during a part of the year, the Company was not having requisite number of Independent Directors on the Board and the Company had not carried out the performance evaluation of the Directors. Since NTPC is a Government Company, the directors are appointed by the Government of India. All the directors are evaluated by the Government of India and this had been adequately explained in the Board's Report by the Management.
11. The Chairman & Managing Director stated that pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, the Company had provided remote e-voting facility to its members to exercise their right to vote



in respect of items proposed to be transacted at the Annual General Meeting by electronic means from 18th August 2019 (9.00 A.M.) to 20th August 2019 (5.00 P.M.).

He also stated that the Company had also provided live webcast of proceedings of AGM from 10:30 A.M. onwards today till the conclusion of the Meeting at NSDL website. It could be accessed by using remote e-voting credentials.

The Chairman & Managing Director requested Company Secretary to brief the Members about the voting procedure at the AGM. He also stated that as per the Companies Act, 2013, those Shareholders who had cast their vote through remote e-voting mechanism could take part in the Meeting but were not allowed to vote again at the Meeting.

Company Secretary stated that the members who could not exercise their vote through remote e-voting process were provided facility to vote at the Annual General Meeting through electronic voting system i.e. Tab voting arranged through NSDL.

Company Secretary informed that Shri Amit Kaushal, Practising Company Secretary had been appointed as a Scrutinizer to scrutinize the e-voting process.

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

12. ANNUAL ACCOUNTS AND REPORTS OF THE BOARD AND AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

Company Secretary read the following Ordinary Resolution for:

- (a) Adoption of audited Standalone Financial Statements of the Company for the year ended 31st March 2019 together with the reports of the Board and Auditors thereon

Resolved that the audited standalone Financial Statements of the Company for the year ended 31st March 2019 and reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.

- (b) Adoption of audited consolidated Financial Statements of the Company for the financial year ended 31st March 2019 together with the report of the Auditors thereon

Resolved that the audited consolidated Financial Statements of the Company for the year ended 31st March 2019 and Report of the Auditors thereon be and are hereby received, considered and adopted.



The Chairman & Managing Director stated that the resolution was placed for approval of the shareholders to adopt the audited Standalone Financial Statements and audited consolidated Financial Statements for the year ended 31st March 2019, Directors' Report, Independent Auditors' Report and other documents as per requirement of the Companies Act, 2013.

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

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

Company Secretary read the following Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2018-19:

Resolved that an interim dividend @ 35.80% (₹ 3.58 per share) on the paid-up equity share capital of the Company paid in February 2019 be and is hereby confirmed and pursuant to the recommendation of the Board of Directors, final dividend @ 25.00% (₹ 2.50 per share) of the paid-up equity share capital of the company be and is hereby declared out of the profits of the Company for the financial year 2018-19 and the said dividend be paid to the equity shareholders of the Company whose names appear on the Company's Register of Members on August 21, 2019 in respect of physical shares and in respect of dematerialized shares, the dividend be paid to the beneficial owners of the shares whose names appeared in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on August 14, 2019.

The Chairman & Managing Director stated that the Board had declared interim dividend @ 35.80% (₹ 3.58 per share) of the paid-up share capital of the Company which had already been paid in the month of February 2019 and the Board had recommended final dividend @ 25.00% (₹ 2.50 per share) of the paid-up share capital of the Company for the financial year ended 31st March 2019.

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

14. RE-APPOINTMENT OF SHRI ANAND KUMAR GUPTA AS DIRECTOR

Company Secretary read the following ordinary resolution for re-appointment of Shri Anand Kumar Gupta, Director (Commercial), who retires by rotation and being eligible, offered himself for re-appointment:

Resolved that Shri Anand Kumar Gupta, Director (Commercial) (DIN: 07269906) who retires by rotation pursuant to Article 41(iii) of the Articles



of Association of the Company and, being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company.

The Chairman & Managing Director stated that the resolution was placed for approval of the shareholders for re-appointment of Shri Anand Kumar Gupta, Director (Commercial) who retired by rotation and being eligible, offered himself for re-appointment as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

15. AUTHORISING BOARD TO FIX REMUNERATION OF STATUTORY AUDITORS

Company Secretary read the ordinary resolution for fixation of remuneration of Statutory Auditors for the financial year 2019-20:

Resolved that the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2019-20.

The Chairman & Managing Director stated that NTPC being a Government Company, statutory auditors were appointed by the Comptroller and Auditor General of India. The resolution was placed for approval of the shareholders to authorize Board of Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2019-20 as per the provisions of the Companies Act, 2013.

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

Company Secretary then stated that the item of business relating to appointment of Shri Anurag Agarwal (DIN: 01360908) as Government Nominee Director of the Company was withdrawn from voting as Shri Anurag Agarwal ceased to be the Director of NTPC w.e.f. 12.07.2019. For this purpose, addendum to the Notice of AGM dated 18.07.2019 was issued.

16. APPOINTMENT OF DR. (MS.) GAURI TRIVEDI AS INDEPENDENT DIRECTOR

Company Secretary read the special resolution for appointment of Dr. (Ms.) Gauri Trivedi as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Dr.Gauri Trivedi (DIN: 06502788), who was re-appointed as Independent Director, by the President of India vide



letter no. 20/06/2017-Coord dated 22nd November, 2018 issued by the Ministry of Power for a period of one year from the date of completion of existing tenure i.e. 15th November 2018 or until further orders whichever is earlier and subsequently appointed as an Additional Director by the Board of Directors with effect from 16th November 2018, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company on terms & conditions as may be fixed by the Government of India.

The Chairman & Managing Director stated that Dr. Gauri Trivedi was appointed as Additional Director w.e.f. 16th November 2018, on reappointment as Independent Director by the President of India. The special resolution was placed for approval of the shareholders to appoint Dr. Gauri Trivedi as Independent Director as per the provisions of the Companies Act, 2013. Her brief profile was appended with the Notice in the Annual Report.

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

17. ENHANCING THE BORROWING LIMITS OF THE COMPANY FROM RS. 1,50,000 CRORE TO RS. 2,00,000 CRORE

Company Secretary read the special resolution for enhancing the borrowing limits of the Company from Rs. 1,50,000 crore to Rs. 2,00,000 crore:

Resolved that in supersession of the resolution approved by shareholders through postal ballot on 5th September, 2014, 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) 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 may think fit, which together with the monies 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.2,00,000 Crore (Rupees Two Lakh 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, securities premium and free reserves of the Company.



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

The Chairman & Managing Director stated that keeping in view of funds requirement of the Company due to capacity addition programme and diversification of the Company into the fields of Coal Mining, Consultancy, Ash Utilisation, Renewable Energy etc., the borrowing limit of Rs. 1,50,000 crore was required to be enhanced to Rs. 2,00,000 crore based on the estimates upto 2022 for both ongoing and new projects. As per the requirement of the Companies Act, 2013, the resolution for enhancement of borrowing powers of the Company was placed for approval of the shareholders by way of Special Resolution.

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

18. CREATION OF MORTGAGE AND/OR CHARGE OVER THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

Company Secretary read the special resolution for 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.

Further resolved 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.

The Chairman & Managing Director stated that raising of funds usually requires creation of security on the immovable/ movable properties of the Company. As creation of charge/ mortgage tantamount to otherwise disposing off the undertakings of the Company, as per the Companies Act, 2013, the resolution was placed for approval of the shareholders by way of Special Resolution.

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

19. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2019-20

Company Secretary read the ordinary resolution for ratification of remuneration of Cost Auditors for the financial year 2019-20:

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 Rs.37,21,250/- (Rupees thirty seven lakh twenty one thousand two hundred fifty only) excluding statutory levies, 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 2019-20 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 authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

The Chairman & Managing Director stated that the Board of Directors had approved remuneration of Rs. 37,21,250/- (Rupees thirty seven lakh twenty one thousand two hundred fifty only) payable to the cost auditors for the financial year 2019-20. Resolution was placed for ratification of remuneration of Cost Auditor(s) for the financial year 2019-20 as per the provisions of the Companies Act, 2013.

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



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

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

Resolved that pursuant to Section 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 is 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 Rs.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 purposes, 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 2020-21 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the Company approved by the shareholders under Section 180 (1) (c) of Companies Act, 2013.

Resolved further that the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary.

The Chairman & Managing Director stated that the resolution was placed for authorizing the Board 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, through private placement, in domestic market for Capex, working capital and general corporate purposes during the period commencing from the date of passing Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2020-21 whichever is earlier, as per the provisions of the Companies Act, 2013.

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



21. Company Secretary stated that the results of voting on each resolution shall be determined by adding the votes of both remote e-voting and voting through Tab at AGM in favour or against a resolution.

Company Secretary then stated that the result of e-voting would be put up at the website of the Company at www.ntpc.co.in, stock exchanges and on the website of NSDL on 22nd August 2019.

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

The Members congratulated the Chairman & Managing Director and the Board of Directors for the good performance of the Company. They expressed happiness over the working of the Company's projects, particularly solar power projects, initiatives and work undertaken under Corporate Social Responsibility, good governance practices, bonus issue and handsome dividends. Some of the members gave suggestions regarding arrangements at the AGM venue and efficient shareholders services.

The Chairman & Managing Director responded to the query raised by the Members regarding share price of the Company, CSR projects etc.

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

23. Shri S. Roy, Director (HR) then thanked the Chair, authorised representative of the President of India, valued shareholders, Directors on the Board, auditors and employees of the Company.

24. All the voting having being completed, the Chairman & Managing Director announced the conclusion of 43rd Annual General Meeting of the Company at 11:30 a.m.

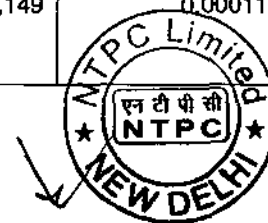
Results of e-voting and poll on the ordinary and special businesses at the 43rd Annual General Meeting of the Company held on Wednesday, 21st August 2019:

On the basis of the Consolidated Report of the Scrutinizer dated 22.08.2019 on the remote e-voting and electronic voting through Tab at the AGM venue, the summary of which is mentioned hereunder, the Chairman & Managing Director announced the results of the voting on 22.08.2019 that all the resolutions for the ordinary and special businesses as set out in Item No. 1 to 9 in the Notice of 43rd Annual General Meeting of the Company read with Addendum dated 18.07.2019 have been duly passed by the requisite majority.



Brief particulars of the Consolidated Report of the Scrutinizer dated 22.08.2019 on remote e-voting and electronic voting through Tab at the AGM venue:

Particulars	Remote e- Voting		Voting through TAB at AGM		Consolidated		
	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	
<u>Ordinary Businesses:</u>							
Item No.1 Ordinary Resolution for: (a) Adoption of audited Standalone Financial Statements of the Company for the year ended March 31, 2019 together with reports of the Board and Auditors thereon. (b) Adoption of audited consolidated Financial Statements of the Company for the year ended March 31, 2019 together with the report of the Auditors thereon.	Voted in favour	3,68,71,60,034	99.99994	5,39,29,69,624	99.99983	9,08,01,29,658	99.99987
	Voted Against	2,338	0.00006	9,397	0.00017	11,735	0.00013
Item No. 2: Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2018-19	Voted in favour	3,74,04,72,286	99.99995	5,39,29,73,055	99.99989	9,13,34,45,341	99.99992
	Voted Against	1,685	0.00005	5,893	0.00011	7,578	0.00008
Item No. 3: Ordinary Resolution for re-appointment of Shri Anand Kumar Gupta, Director (Commercial) (DIN: 07269906), who retires by rotation and being eligible, offers himself for re-appointment	Voted in favour	3,70,42,65,314	99.05515	5,39,29,69,558	99.99989	9,09,72,34,872	99.61303
	Voted Against	3,53,33,735	0.94485	6,149	0.00011	3,53,39,884	0.38697
Item No. 4: Ordinary Resolution for authorizing the Board of Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2019-20	Voted in favour	3,73,16,44,325	99.76409	5,39,29,69,558	99.99989	91,24,61,38,83	99.90332
	Voted Against	88,24,234	0.23591	6,149	0.00011	88,30,383	0.09668



Particulars	Remote e- Voting		Voting through TAB at AGM		Consolidated		
	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	
Special Businesses:							
Item No. 5: Special Resolution for appointment of Dr. (Ms.) Gauri Trivedi (DIN: 06502788) as Independent Director of the Company	Voted in favour	3,08,19,53,152	83.0693	5,39,29,69,558	99.99989	8,47,49,22,710	93.09956
	Voted Against	62,81,45,852	16.9307	6,149	0.00011	62,81,52,001	6.90044
Item No. 6: Special Resolution for enhancing the borrowing limits of the Company from Rs. 1,50,000 crore to Rs. 2,00,000 crore	Voted in favour	3,74,21,26,338	99.9986	5,39,29,69,558	99.99989	9,13,50,95,896	99.99936
	Voted Against	52,423	0.0014	6,149	0.00011	58,572	0.00064
Item No. 7: Special Resolution for creation of mortgage and/ or charge over the movable and immovable properties of the Company	Voted in favour	3,73,82,54,744	99.99902	5,39,29,69,558	99.99989	9,13,12,24,302	99.99953
	Voted Against	36,729	0.00098	6,149	0.00011	42,878	0.00047
Item No. 8: Ordinary Resolution for ratification of remuneration of the Cost Auditors for the financial year 2019-20	Voted in favour	3,74,04,56,884	99.99961	5,39,29,69,558	99.99989	9,13,34,26,442	99.99977
	Voted Against	14,533	0.00039	6,149	0.00011	20,682	0.00023
Item No. 9: Special Resolution for authorizing the Board for raising of funds upto ₹ 15,000 crore through issue of Bonds/ Debentures on Private Placement basis	Voted in favour	37,421,42,853	99.9989	5,39,29,69,558	99.99989	9,13,51,12,411	99.99948
	Voted Against	41,229	0.0011	6,149	0.00011	47,378	0.00052

Based on consolidated result of the voting, aforesaid resolutions as set out in the AGM notice were passed by requisite majority.

