



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: LA-1
Dated: August 21, 2018

<p>(i) Manager Listing Department National Stock Exchange of India Limited "Exchange Plaza" Bandra- Kurla Complex Bandra(E), Mumbai-400 051</p>	<p>(ii) General Manager Department of Corporate Services Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001</p>
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Sub.: Annual Report for 42nd Annual General Meeting and Closure of Register of Members and Share Transfer Books

Dear Sir,

42nd Annual General Meeting of the Members of the Company will be held on **Thursday, September 20, 2018 at 10.30 A.M. at Manekshaw Centre, Parade Road, New Delhi – 110010.**

Pursuant to Part A (A 12) of Schedule III to Regulation 30 and Part B (A 15) of Schedule III to Regulation 51 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Annual Report of the Company for the year 2017-18, containing the Notice of the Annual General Meeting scheduled to be held on **Thursday, September 20, 2018**, Financial Statements for the year ending March 31, 2018, Independent Auditors' Report thereon, Directors' Report are enclosed for your reference and record. The same is also being e-mailed to NSE and BSE at annualreports@nse.co.in and corp.relations@bseindia.com respectively and uploaded on NEAPS and BSE Listing Centre.

Pursuant to Regulation 42 (1) of the aforesaid Regulations and Section 91 of the Companies Act, 2013, it is hereby intimated that the Register of Members and Share Transfer Books of the Company will remain closed from September 8, 2018 to September 20, 2018 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप काम्प्लेक्स, 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

Meeting, will be paid on October 1, 2018 to the Members whose names appear on the Company's Register of Members on September 20, 2018 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 7, 2018.

This is also to inform that remote e-voting period will commence on September 17, 2018 (9:00 a.m.) and will end on September 19, 2018 (5:00 p.m.). During this period, only those members of the Company, holding shares either in electronic or physical mode, as on the cut-off date i.e. September 14, 2018, shall be entitled to cast their vote.

Thanking You,

Yours faithfully,

Nandini Sarker

(N. SARKAR)
Company Secretary &
Compliance Officer

Encl: as above

<p>CC: (i) National Securities Depository Ltd. Trade World, 4th Floor Kamala Mills Compound Senapathi Bapat Marg, Lower Parel, Mumbai-400 013</p>	<p>(ii) Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street Mumbai-400 023</p>
<p>(iii) Executive Director Alankit Assignments Limited Alankit Heights, IE/13 Jhandewalan Extension, New Delhi - 110055</p>	<p>(iv) IL&FS Trust Company Limited IL&FS Financial Centre, Plot C- 22; Block G, Bandra- Kurla Complex, Bandra (East), Mumbai Maharashtra- 400051</p>
<p>(v) IDBI Trusteeship Company Limited Asian Bldg., Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai -400001</p>	

NTPC Limited

CIN: L40101DL1975GOI007966

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

Tel. No.: 011-24360959 Fax: 011-24360241

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

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of NTPC Limited will be held on Thursday, 20th September, 2018 at 10.30 a.m. at Manekshaw Center, 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 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.
2. To confirm payment of interim dividend and declare final dividend for the year 2017-18.
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.
4. To fix the remuneration of the Statutory Auditors for the year 2018-19.

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.



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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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, non-convertible 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.

By order of the Board of Directors

Nandini Sarkar

(Nandini Sarkar)
Company Secretary

Place: New Delhi

Date: 8th August, 2018



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. 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.
6. 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 Alankit Assignments 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.

7. The Board of Directors, in its meeting held on January 31, 2018, had declared an interim dividend @ 27.30 % (₹ 2.73 per share) on the paid-up equity share capital of the company which was paid on February 15, 2018. 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 28, 2018, has recommended a final dividend @ 23.90% (₹ 2.39 per share) on the paid-up equity share capital of the company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 8, 2018 to September 20, 2018 (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 October 1, 2018 to the Members whose names appear on the Company's Register of Members on September 20, 2018 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 7, 2018.
9. Pursuant to the provisions of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed final dividend for the financial year 2009-10 and interim dividend for the financial year 2010-11, 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, 2017 (date of last Annual General Meeting) on the website of the Company (www.ntpc.co.in) and also on the website of the Ministry of Corporate Affairs (<http://www.iepf.gov.in>).
10. 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. Members are advised to visit the web-link: <http://www.ntpc.co.in/en/Investors/miscellaneous-download> to check details of shares transferred to IEPF authority. The procedure for claiming shares from IEPF account is also available on the website.
11. Unclaimed final dividend for the financial year 2010-11 and Interim dividend for the financial year 2011-12 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before 20th November, 2018 and 28th March, 2019 respectively pursuant to the provisions of Section 124 of the Companies Act, 2013. Accordingly, corresponding shares on which dividend has not been paid or claimed for seven consecutive years shall also be liable to be transferred to the account of IEPF.
12. 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.
13. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Transfer Agent (RTA) along with relevant Share Certificates.



14. 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.
15. **SEBI, vide notification dated 8th June, 2018 has mandated that after 4th December, 2018, except in case of transposition and transmission of shares, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding shares in physical form are advised to dematerialize their shares.**
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 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.
19. Annual listing fee for the year 2018-19 has been paid to all Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year 2018-19 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 41st Annual General Meeting held on September 20, 2017, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2017-18. Accordingly, the Board of Directors has fixed audit fee of ₹ 1,63,45,000/- (Rupees One Crore Sixty Three Lakh Forty-Five Thousand only) for the Statutory Auditors for the financial year 2017-18 in addition to applicable GST and reimbursement of actual traveling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2018-19 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 2018-19.
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. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA. **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. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
25. 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.
26. Members and Proxy holders may please carry photo-ID card for identification/verification purposes.
27. Route Map for venue of the meeting is enclosed.



EXPLANATORY STATEMENT

Item No. 5

Shri M.P. Singh (DIN: 07937931), was appointed as Independent Director of the Company, by the President of India vide Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 issued by Ministry of Power, for a period of three years and was accordingly appointed as an Additional Director with effect from 24th October, 2017, to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri M.P. Singh.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Shri M.P. Singh has wide experience in the area of Accountancy, Finance and Management. He would bring with him varied experiences to the Company in the areas of finance, management and administration. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri M. P. Singh as an Independent Director. Shri M. P. Singh has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri M. P. Singh, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 6

Shri Pradeep Kumar Deb (DIN: 03424714) was appointed as Independent Director of the Company, by the President of India vide Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 issued by Ministry of Power, for a period of three years and was accordingly appointed as an Additional Director with effect from 24th October, 2017, to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Pradeep Kumar Deb.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Shri Pradeep Kumar Deb has wide experience in the area of Finance & Taxation, Human Resource Development, Agriculture & Irrigation. He would bring with him varied experiences to the Company in the areas of finance, management and administration. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri Pradeep Kumar Deb as an Independent Director. Shri Pradeep Kumar Deb has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Pradeep Kumar Deb, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 7

Shri Shashi Shekhar (DIN: 01747358) was appointed as Independent Director of the Company, by the President of India vide Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director with effect from 24th October, 2017, to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Shashi Shekhar.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Shri Shashi Shekhar has wide experience in the area of Finance, Power & Energy, Environment & Forest. He would bring with him varied experiences to the Company in the areas of finance, technical and environmental matters. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri Shashi Shekhar as an Independent Director. Shri Shashi Shekhar has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Shashi Shekhar, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 8

Shri Subhash Joshi (DIN: 07946219) was appointed as Independent Director of the Company, by the President of India vide Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director with effect from 24th October, 2017, to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Subhash Joshi.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Shri Subhash Joshi has wide experience in the area of Human Resource Management, Vigilance, Training & development, Public Order Management, Border Management, Intelligence & security, General Administration, Public Grievance Redressal & Law. He would bring with him varied experiences to the Company in the areas of Management, General Administration and Human Resource management. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri Subhash Joshi as an Independent Director. Shri Subhash Joshi has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Subhash Joshi, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.



Item No. 9

Shri Vinod Kumar (DIN: 00955992) was appointed as Independent Director of the Company, by the President of India vide Order No. 1/38/96-PG (Vol. III) dated 8th September, 2017 issued by Ministry of Power for a period of three years and was accordingly appointed as an Additional Director with effect from 24th October, 2017, to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Vinod Kumar.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Shri Vinod Kumar has wide experience in the area of Forest Governance, Biodiversity Management, Community developments and livelihoods, Capacity Building. He would bring with him varied experiences to the Company in the areas of Capacity Building, management & administration. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Shri Vinod Kumar as an Independent Director. Shri Vinod Kumar has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Vinod Kumar, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 10

Shri Susanta Kumar Roy (DIN: 07940997), was appointed as Director (Projects) of the Company by the President of India vide Order No. 8/7/2016-Th-I dated 18th January, 2018 issued by Ministry of Power for a period of five years from the date of assumption of charge of the post or till the date of superannuation or until further order whichever is earliest and was appointed as an Additional Director w.e.f. 19th January, 2018 to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Susanta Kumar Roy. Shri Susanta Kumar Roy, if appointed, shall be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Susanta Kumar Roy as Director (Projects) shall be determined by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Susanta Kumar Roy, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 11

Shri Prasant Kumar Mohapatra (DIN: 07800722), was appointed as Director (Technical) of the Company by the President of India vide Order No. 8/4/2016-Th-I dated 30th January, 2018 issued by Ministry of Power for a period of five years from the date of assumption of charge of the post or till the date of superannuation or until further orders,

whichever is earliest and was appointed as an Additional Director w.e.f 31st January, 2018 to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Prasant Kumar Mohapatra. Shri Prasant Kumar Mohapatra, if appointed, shall be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Prasant Kumar Mohapatra as Director (Technical) shall be determined by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Prasant Kumar Mohapatra, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 12

Shri Prakash Tiwari (DIN: 08003157), was appointed as Director (Operations) of the Company by the President of India vide Order No. 8/5/2017-Th-I dated 30th January, 2018 issued by Ministry of Power for a period of five years from the date of assumption of charge of the post or till the date of superannuation or until further orders, whichever is earliest and was accordingly appointed as an Additional Director w.e.f. 31st January, 2018 to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Prakash Tiwari. Shri Prakash Tiwari, if appointed, shall be liable to retire by rotation. The terms and conditions regulating the appointment of Shri Prakash Tiwari as Director (Operations) shall be determined by the Government of India.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Prakash Tiwari, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 13

Shri Vivek Kumar Dewangan (DIN: 01377212), was appointed as Government Nominee Director of the Company by the President of India vide Order No. 20/08/2016-Coord. (Pt-V) dated 19th April, 2017 and Order No. 20/08/2016-Coord. (Vol-V) dated 24th April, 2018 and was accordingly appointed as Additional Director w.e.f. 28th April, 2018, to hold office up to this Annual General Meeting. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Vivek Kumar Dewangan. Shri Vivek Kumar Dewangan, if appointed, shall not be liable to retire by rotation.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Vivek Kumar Dewangan, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.



Item No. 14

Dr. Bhim Singh (DIN: 08189580) was appointed as Independent Director of the Company, by the President of India vide Order No. 20/6/2017-Coord dated 17th July, 2018 issued by Ministry of Power for a period of three years and was accordingly appointed by the Board of Directors in its meeting held on 28th July, 2018 as an Additional Director effective from the date 30th July, 2018 and to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Dr. Bhim Singh.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Dr. Bhim Singh is a professor in IIT Delhi and has wide experience in the various facets of Electrical engineering like PV grid interface systems, microgrids, power quality monitoring and mitigation, solar PV. He would bring with him varied experiences to the Company in the areas of engineering. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Dr. Bhim Singh as an Independent Director. Dr. Bhim Singh has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Bhim Singh, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 15

Dr. K.P.Kylasanatha Pillay (DIN: 08189583) was appointed as Independent Director of the Company, by the President of India vide Order No. 20/6/2017-Coord dated 17th July, 2018 issued by Ministry of Power for a period of three years and was accordingly appointed by the Board of Directors in its meeting held on 28th July, 2018 as an Additional Director effective from the date 30th July, 2018 and to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Dr. K.P. Kylasanatha Pillay.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are provided elsewhere, which forms part of this notice. Dr.K.P.Kylasanatha Pillay is a senior advocate in Supreme Court of India and has wide experience in the area of Civil, Criminal, Constitutional and Corporate Law matters. He would bring with him varied experiences to the Company in the areas of law. His association would be of immense benefit to the Company, accordingly, it is proposed to appoint Dr. K.P.Kylasanatha Pillay as an Independent Director. Dr. K.P.Kylasanatha Pillay has given a declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment & Qualification) Rules, 2014 & Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. K.P.Kylasanatha Pillay, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.



Item No. 16

Ms. Archana Agrawal (DIN: 02105906), was appointed as Government Nominee Director of the Company by the President of India vide Order No. 20/08/2016-Coord (Pt V) dated 30th July 2018 and was accordingly appointed as Additional Director w.e.f. 7th August, 2018, to hold office up to this Annual General Meeting. The Company has received requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Ms. Archana Agrawal. Ms. Archana Agrawal, if appointed, shall not be liable to retire by rotation.

Her brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Ms. Archana Agrawal, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 17

Based on recommendation of Audit Committee, appointment of Cost Auditors for the Financial year 2018-19 was decided by the Board of Directors on the outcomes of Expression of Interest (EOI). Total fee of ₹ 31,68,750/- (Rupees thirty one lacs sixty eight thousand seven hundred and fifty only) is payable for cost audit for the Financial year 2018-19 as approved by the Board of Directors in its meeting held on 28th July, 2018. The fee structure for cost audit is broadly based on station capacity and number of stations. The reimbursement of applicable statutory taxes/ levies shall in addition to fees.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2018-19.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

Item No. 18

The Company is the largest power producer in India with group installed capacity of 53,651 MW as on 30th June, 2018. 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 Company borrows in the form of non-convertible bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc. The non-convertible bonds/ debentures are raised by the Company under public issue route or through private placement basis.

In addition to capital expenditure requirement as explained above, Company also needs to borrow for meeting its working capital requirement and other general corporate purpose which is partly proposed to be met through issuance of non-convertible bonds.



As per Section 42 of Companies Act, 2013 read with rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for “non-convertible debentures”, it shall be sufficient, if the Company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In view of the above, approval of the Shareholders of the Company is being sought to authorize the Board of Directors 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 ₹ 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 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 2019-20 whichever is earlier, subject to ceiling approved by the shareholders under Section 180(1)(c) of Companies Act 2013.

The Board of Directors of the Company in its Meeting held on 28th July, 2018 has approved the proposal and recommends the passing of the proposed Special Resolution.

The Directors or key managerial personnel or their relatives do not have 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

Nandini Sarkar

(Nandini Sarkar)
Company Secretary

Place: New Delhi
Date: 8th August, 2018

Brief Resume of the Directors seeking Appointment/Reappointment:

Name	Shri S. Roy	Shri M.P. Singh	Shri Pradeep Kumar Deb	Shri Shashi Shekhar	Shri Subhash Joshi	Shri Vinod Kumar
D.O.B & Age	23/03/1960 58 Years	8/07/1955 63 years	10/09/1953 64 years	28/12/1956 61 years	15/02/1954 64 years	4/04/1956 62 years
Date of Appointment	01/11/2016	24/10/2017	24/10/2017	24/10/2017	24/10/2017	24/10/2017
Qualifications	Graduated in Electrical Engineering.	M.Com; Chartered Accountant	M.Sc. (Physics) from St. Stephens College, Delhi University	B.Sc., Geology (Hons.)	B. Sc. (Hons.) in Mathematics and Graduate Diploma in Business from Curtin University, Perth Australia.	Masters in Botany from Banaras Hindu University
Expertise in Specific Functional Areas	<p>He has had a career spanning over 38 years of outstanding contribution in the Company in various positions including those of Regional Executive Director (North) and ER-I Regions as well as Executive Director (Corporate Planning) besides that of Head of HR at Projects and Corporate Office. He also played a critical role as HR Head in managing transition and people integration issues during acquisition of old assets and turning them around into successful ventures.</p> <p>He, a thorough professional, has been instrumental in introducing various pioneering HR initiatives in the areas of talent acquisition, employee welfare, industrial relations, wages and superannuation benefits.</p>	<p>He is a qualified Chartered Accountant and has twenty-nine of years of experience in the areas of Accountancy, Financial Review and Analyzer.</p>	<p>He has an experience of over 37 years of working as an IAS officer. He has held numerous important positions in the State of Rajasthan & Government of India in areas like Finance & Taxation, Human Resource, and Agriculture & Irrigation.</p>	<p>He has wide experience while working in various capacities like Additional Secretary of Ministry of Environment & Forest, Managing Director of Tamil Nadu Minerals Ltd., Tamil Nadu Transport Development Finance Corp., Tamil Nadu Urban Development Fund and Tamil Nadu Urban Infrastructure Financial Services Ltd. He also served as Director General of Bureau of Energy Efficiency (BEE), Joint Secretary in Ministry of Power.</p> <p>He retired as Secretary of Ministry of Water Resources, River Development & Ganga Rejuvenation.</p>	<p>He is a retired IPS officer. He has wide expertise in the areas of Human Resource Management, Vigilance, Training & development, Public Order Management, Border Management, Intelligence & Security, General Administration, Public Grievance, Redressal & Law.</p>	<p>He has had a career spanning over thirty-eight years of experience and achievements in Administration, Forest Management, Policy Analysis, Planning, Corporate Management, Tribal development and Community Empowerment, Manpower Planning and Capacity Building. He retired from the Indian Forest Service as the Director of Indira Gandhi National Forest Academy (IGNFA).</p>
Directorship held in Other Companies	<p>1. NTPC Electric Supply Company Limited Part – Time Chairman</p> <p>2. Meja Urja Nigam Private Limited Part – Time Chairman</p> <p>3. NTPC -SAIL Power Company Limited - Part – Time Chairman</p>	-	-	1. ACME Solar Holdings Ltd.	-	-
Membership/ Chairmanship of Committees across all Public Companies*	NIL	<p>Stakeholder Relationship Committee: NTPC Ltd. (Chairman)</p> <p>Audit Committee: NTPC Ltd. (Member)</p>	<p>Audit Committee: NTPC Ltd. (Member)</p>	<p>Stakeholder Relationship Committee: NTPC Ltd. (Member)</p>	<p>Stakeholder Relationship Committee: NTPC Ltd. (Member)</p>	
No of shares held in NTPC Ltd.	1,141	NIL	NIL	691	NIL	2,500
Attendance in Board meeting till 31.3.2018	<p>No. of Meeting during his tenure = 13</p> <p>No. of Meetings attended = 12</p>	<p>No. of meetings during his tenure=9</p> <p>No. of Meetings attended=8</p>	<p>No. of meetings during his tenure=9</p> <p>No. of Meetings attended=7</p>	<p>No. of meetings during his tenure=9</p> <p>No. of Meetings attended=9</p>	<p>No. of meetings during his tenure=9</p> <p>No. of Meetings attended=8</p>	<p>No. of meetings during his tenure=9</p> <p>No. of Meetings attended=7</p>



Brief Resume of the Directors seeking Appointment/Reappointment:

Name	Shri Susanta Kumar Roy	Shri Prasant Kumar Mohapatra	Shri Prakash Tiwari	Shri Vivek Kumar Dewangan	Dr. Bhim Singh	Dr. K.P. Kylasanatha Pillay	Ms. Archana Agrawal
D.O.B & Age	1/12/1959; 58 years	2/07/1959; 59 years	1/05/1960; 58 years	14/04/1967 51 years	1/01/1956 62 Years	11/04/1956 62 years	10/9/1966 52 Years
Date of Appointment	19/01/2018	31/01/2018	31/01/2018	28/04/2018	30/7/2018	30/7/2018	7/8/2018
Qualifications	Graduated in Mechanical Engineering	Graduated in Mechanical Engineering	Graduated in Mechanical Engineering	B. E. in Electronics	B. E. University of Roorkee (now I.I.T. Roorkee), M.Tech. IIT Delhi, Ph.D. IIT Delhi.	LL.B, Ph.D in Law	Post Graduate Degree in Political Science, Master degree in Business Administration
Expertise in Specific Functional Areas	He has more than thirty-six years of experience in the areas of operation, management & project construction. He was associated in managing the largest coal power station of the country at Vindhyachal. He worked in various capacities in NTPC including Head of entire operating capacity of NTPC including thermal, hydro and renewable; to meet almost 20% generating capacity of the country.	He has more than thirty-seven years of experience in various facets of Thermal power plant including commissioning, O&M, R&M activities. He also headed various projects of NTPC. Under his leadership, first three super critical units of NTPC were commissioned & declared commercial within a short span of ten months.	He has an illustrious career spanning over thirty-seven years of outstanding contribution in management of large size plants in the area of power plant operation & maintenance & in project construction as a Professional Manager, Strategic Planner & a Business Leader. His experience in power sector includes more than seven years at Senior Management level as a Business Unit Head of NTPC stations at Korba, Unchahar & Solapur.	He has an illustrious career of twenty-five years as an IAS Officer and has held various administrative positions in the areas of Finance, Power/energy, Elections/Law & Justice, Commerce & Industries, Minister's Office (Corporate Affairs/ Agriculture & Food processing Industries), Education/ Human Resource Development, Sericulture/Agriculture and Co-operation, Economic Affairs, Economics & Statistics, Petroleum & Natural Gas, District Administration, Divisional Administration.	He started his career as lecturer of Electrical Engineering in IIT Roorkee in 1983. He joined IIT Delhi, India, as an Assistant Professor in 1990. He has also been CEA Chair Professor. Presently, he is the Dean, Academics at IIT Delhi. His areas of expertise include solar PV grid interface systems, micro grids, power quality monitoring and mitigation, solar PV water pumping systems, improved power quality AC-DC converters, power electronics, electrical machines, drives, flexible alternating transmission systems, and high voltage direct current systems.	He started his career in 1987 with Practice of law in the District & Session Court of Thiruvananthapuram. Later shifted his practice to High court of Kerala and subsequently to Supreme Court of India. As a Senior advocate, he is dealing with matters relating to civil, criminal, constitutional and corporate jurisdiction. He also conducted number of PIL before High court of Kerala and Supreme Court.	Ms. Archana Agrawal, is a 1990 batch, Indian Administrative Services Officer of Uttar Pradesh cadre. She holds a Post Graduate Degree in Political Science, Master degree in Business Administration with specialization in Financial Management and Bachelor degree in Arts in History, Public Administration and Political Science. In addition, she has been well trained in diverse areas of Public administration and Management in a number of reputed national and international institutions. During her illustrious career as an IAS officer, she has held various key administrative positions in Uttar Pradesh Government like Principal Secretary- GAD and Dairy Development, Secretary – Infrastructure & Investment, Industries, Taxation, Co-ordination etc.
Directorship held in Other Companies	1. NTPC BHEL Power Projects Private Ltd.-Part time Chairman 2. Patratu Vidyut Utpadan Nigam Ltd.- Part time Chairman 3. Bangladesh-India Friendship Power Company Pvt. Ltd.- Part time Director 4. Hindustan Urvarak & Rasayan Ltd. - Part time Director	1. NTPC Vidyut Vyapar Nigam Ltd.- Part time Director 2. Madhya Pradesh power Generating Company Ltd.- Part time Director 3. BF-NTPC Energy Systems Ltd.- Part time Director 4. Transformers And Electricals Kerala Ltd.- Part time Director 5. Aravali Power Company Private Limited-Part - time Chairman	1. Kanti Bijlee Utpadan Nigam Ltd.- Part time Chairman 2. NTPC Tamil Nadu Energy Company Ltd.- Part time Chairman	Power Grid Corporation of India Ltd.-Part time Director	NIL	NIL	NIL
Membership/ Chairmanship of Committees across all Public Companies* held	-	-	Audit Committee : NTPC Tamil Nadu Energy Co. Ltd.	Audit Committee 1. NTPC Limited 2. Power Grid Corporation of India Ltd.	-	-	-
No of shares held in NTPC Ltd.	4,715	5,812	NIL	NIL	NIL	NIL	NIL
Attendance in Board meeting till 31.3.2018	No. of meetings during his tenure=3 No. of Meetings attended=3	No. of meetings during his tenure=3 No. of Meetings attended=3	No. of meetings during his tenure=3 No. of Meetings attended=3	No. of meetings during his tenure= N.A** No. of Meetings attended =N.A**	No. of meetings during his tenure= N.A** No. of Meetings attended =N.A**	No. of meetings during his tenure= N.A** No. of Meetings attended =N.A**	No. of meetings during her tenure=N.A.** No. of Meetings attended=N.A.**

*in line with Regulation 26 of SEBI Listing Regulations 2015, membership of only Audit Committee and Stakeholders' Relationship Committee has been considered.

** Appointment was made after 31.03.2018.



NTPC Limited

CIN: L40101DL1975GOI007966

Regd. Office : NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodi Road, New Delhi-110003
 Tel : 011-24360959 Fax: 011-24360241. Web : www.ntpc.co.in Email: csntpc@ntpc.co.in

ATTENDANCE SLIP**42nd ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 20TH SEPTEMBER, 2018 AT 10.30 A.M.**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at 42nd Annual General Meeting of the Company held on Thursday, 20th September, 2018 at Manekshaw Center, Parade Road, New Delhi – 110 010.

Signature of Member/ Proxy

*Applicable in case of shares held in Physical Form.

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with M/s Alankit Assignments Limited, Registrar & Transfer Agent (RTA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the RTA counter(s) at the venue against which RTA will provide admission card. Entry to the hall will be strictly on the basis of admission card as provided by RTA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).
4. No gifts will be distributed at the Annual General Meeting.





A Maharatna Company

NTPC Limited

CIN: L40101DL1975GOI007966

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

Tel : 011-24360959 Fax: 011-24360241. Web : www.ntpc.co.in Email: csntpc@ntpc.co.in

FORM OF PROXY

Name of the member (s):	
Registered address:	
Folio No/ DP ID- Client Id:	
Email ID	
No. of Shares held	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
2.	Name:		Signature:	
	Address:			
	E-mail Id:			
Or failing him				
3.	Name:		Signature:	
	Address:			
	E-mail Id:			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on **Thursday, 20th September, 2018** at Manekshaw Center, Parade Road, New Delhi – 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business			
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		
2.	Confirmation of payment of interim dividend and to declare final dividend for the year 2017-18		
3.	Re-appointment of Shri Saptarshi Roy, Director (HR) (DIN: 03584600), who retires by rotation		
4.	Fixation of remuneration of Statutory Auditors for the year 2018-19		
Special Business			
5.	Appointment of Shri M.P. Singh (DIN: 07937931), as Independent Director		
6.	Appointment of Shri Pradeep Kumar Deb (DIN: 03424714), as Independent Director		
7.	Appointment of Shri Shashi Shekhar (DIN: 01747358), as Independent Director		
8.	Appointment of Shri Subhash Joshi (DIN: 07946219), as Independent Director		
9.	Appointment of Shri Vinod Kumar (DIN: 00955992), as Independent Director		
10.	Appointment of Shri Susanta Kumar Roy (DIN: 07940997), as Director (Projects)		
11.	Appointment of Shri Prasant Kumar Mohapatra (DIN: 07800722), as Director (Technical)		
12.	Appointment of Shri Prakash Tiwari (DIN: 08003157), as Director (Operations)		
13.	Appointment of Shri Vivek Kumar Dewangan (DIN: 01377212), as Government Nominee Director		
14.	Appointment of Dr. Bhim Singh (DIN: 08189580), as Independent Director		
15.	Appointment of Dr. K.P.Kyasanatha Pillay (DIN: 08189583), as Independent Director		
16.	Appointment of Ms. Archana Agrawal (DIN: 02105906), as Government Nominee Director		
17.	To ratify the remuneration of Cost Auditors for the Financial Year 2018-19		
18.	Raising of funds up to ₹ 12,000 Crore through issue of Bonds/Debentures on Private Placement basis		

Signed this..... day of..... 2018

Affix Revenue
Stamp of
Re.1/-

Signature of shareholder _____ Signature of Proxy holder(s) _____

NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- The Proxy Form should be signed across the stamp as per specimen signature registered with the RTA/Depository Participant (DP).
- Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

(i) Initial password is provided as below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all instruction given overleaf to cast your vote.

PROCEDURE AND INSTRUCTIONS FOR REMOTE e-VOTING:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting). Instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
2. Members are provided with the facility for voting through electronic voting system at the AGM and Members attending the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
3. Members who have cast their vote by remote e-Voting prior to the AGM are also eligible to attend the AGM but shall not be entitled to cast their vote again.
4. Members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date i.e. Friday, 14th September, 2018, may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, 17th September, 2018 at 9:00 a.m. (IST) and ends on Wednesday, 19th September, 2018 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
5. The instructions for Members for e-Voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step-1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Shri Jitesh Gupta, Practicing Company Secretary by e-mail to cs@jkgupta.com with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

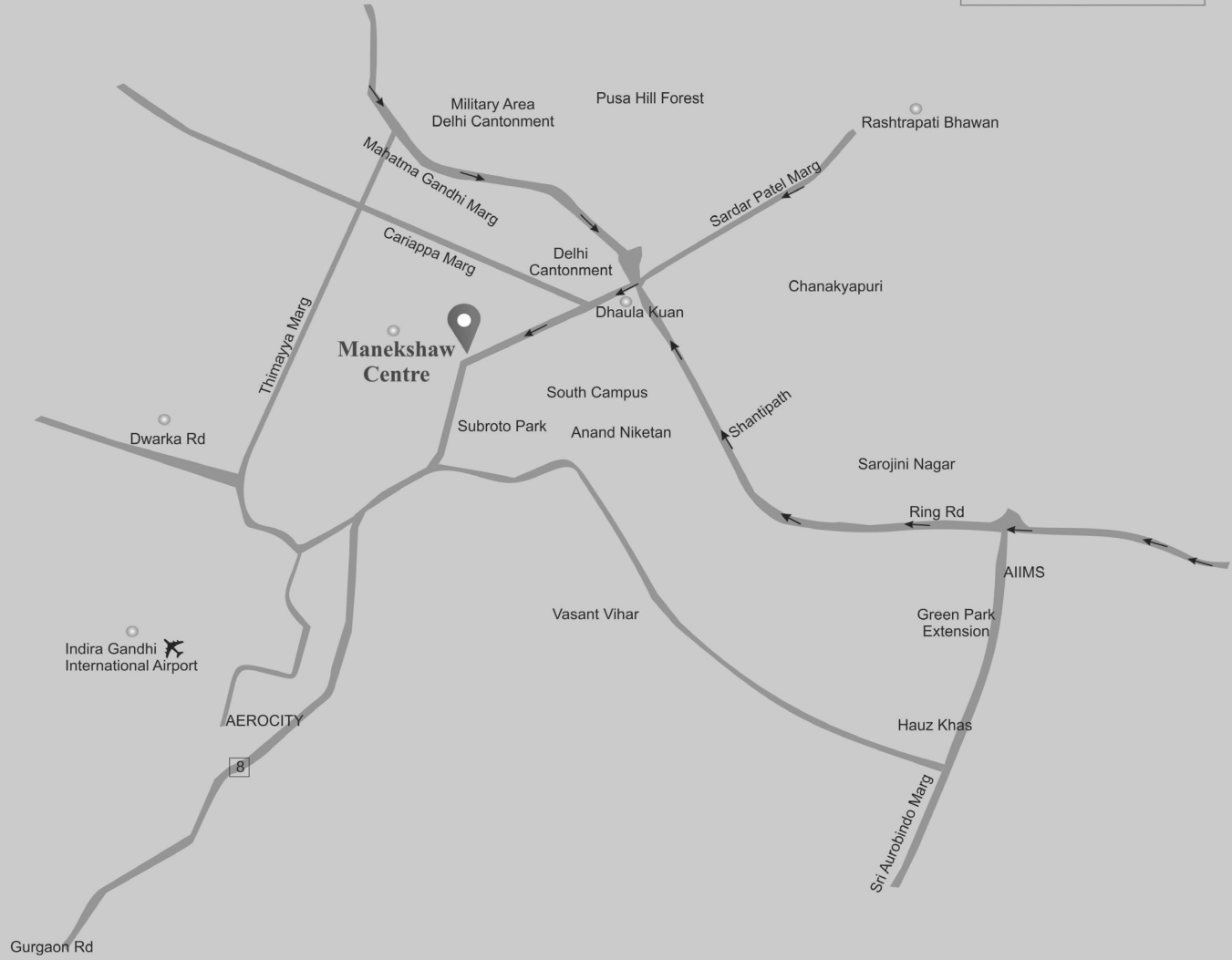
NOTES

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NOTES

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Location Map



Details :
From Dhaura Kaun : 3 KM; Dwarka Rd to : 15 KM; From Vasant Vihar : 3 KM.

