



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: PB-2019

Dated: 9/2/2019

General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

Manager  
National Stock Exchange of India  
Limited  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra(E)  
Mumbai-400 051

**Sub.: Compliance under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir,

In continuation with our disclosure dated 30/1/2019 regarding issue of bonus shares and in compliance with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith copy of Postal Ballot Notice and Postal Ballot Form circulated to shareholders for seeking their consent for capitalization of reserve and issue of bonus shares.

Thanking you.

Yours faithfully,

*Nandini Sarkar*

(Nandini Sarkar)

Company Secretary &  
Compliance Officer

Encl: As above

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 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

## NTPC Limited

CIN: L40101DL1975GOI007966

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

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

Email: [csntpc@ntpc.co.in](mailto:csntpc@ntpc.co.in) Website: [www.ntpc.co.in](http://www.ntpc.co.in)

### POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, that the resolution appended below for issue of Bonus Shares is proposed to be passed by the Members as an Ordinary Resolution through Postal Ballot including Remote e-voting (e-voting).

The explanatory statement pursuant to Section 102 of the Act pertaining to the aforesaid resolution stating the material facts is annexed herewith along with the Postal Ballot Form for consideration by the Members.

The Board of Directors of the Company has, in its meeting held on 30<sup>th</sup> January, 2019 appointed Shri Amit Kaushal of M/s A. Kaushal & Associates, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5:00 PM (IST) on March 11, 2019.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.ntpc.co.in/en/investors> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

#### RESOLUTION:

##### Item No. 1: To Capitalize Reserves of the Company and to issue Bonus Shares

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

##### "RESOLVED THAT

- i. pursuant to Section 63 of the Companies Act 2013 and other applicable statutory provisions, if any, including rules notified thereunder, as may be amended from time to time, Article 59B of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the Members be and is hereby accorded to capitalize a sum not exceeding ₹ 1649,09,28,800/- (Rupees One Thousand Six Hundred Forty Nine Crore Nine Lakh Twenty Eight Thousand Eight Hundred only) out of the General Reserves for allotment of new Equity Shares of the Company of ₹10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date to be decided by the Board of Directors (which expression shall also include a Sub-Committee thereof or any person authorized by the Board), shall be holders of the existing Equity Shares of ₹10/- (Rupees Ten) each of the Company, in the proportion of 1 (One) new Equity Share for every 5 (Five) existing Equity Shares held by the member(s).
- ii. the new equity shares of ₹10/- (Rupees Ten) each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank *pari-passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted.
- iii. in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.



- iv. no letter of allotment shall be issued to the allottees of the new equity bonus shares and the Share Certificates in respect of the new equity shares will be issued in the same mode as held on the Record Date and dispatched to the shareholders who hold the existing equity shares in physical form and the new equity shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing equity shares in electronic form, within the period prescribed.
- v. the allotment of the new equity bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as may be necessary.
- vi. for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board of Directors in its discretion thinks fit and proper.”

By Order of the Board of Directors  
For and on behalf of **NTPC LTD.**

  
**Nandini Sarkar**  
Company Secretary

Place: New Delhi

Date:4/2/2019

**Notes:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“Act”), is annexed to this Notice. A Postal Ballot Form for casting the vote by Members is also enclosed.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website i.e <https://www.ntpc.co.in/en/investors> and on the website of National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, January 25, 2019 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or by electronic means i.e. e-voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the Members, to enable them to cast their votes electronically. The Company has availed the services of NSDL to provide e-voting facility to its Members.
5. **The voting period shall be from 9:00 AM (IST) Sunday, February 10, 2019 to 5:00 PM (IST) Monday, March 11, 2019.**
6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member casts his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
7. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage pre-paid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by **5:00 PM (IST) on Monday, March 11, 2019.**
8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form or Members who are desirous of obtaining duplicate Postal Ballot Form may write to the Company Secretary or RTA for getting Postal Ballot Form.
9. The details of the process and manner for remote e-voting are explained herein 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 of Step-1 are 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 URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.

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.nsd.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 (E Voting Event Number) 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 to 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. .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:
- i. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - ii. “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 of Step 2 are given below:**

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

- a) 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.
- b) 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.
- c) Select “EVEN” of the Company.
- d) Now you are ready for e-voting as the Voting page opens.
- e) Cast your vote by selecting appropriate option i.e. For or Against, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.



- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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](http://www.evoting.nsdl.com) or call Ms.Pallavi Mahatre, Asstt. Manager, NSDL on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1 : To Capitalize Reserves of the Company and to issue Bonus Shares

Department of Investment & Public Asset Management (DIPAM) had issued Guidelines on Capital Restructuring of CPSEs vide F.No.5/2/2016-Policy dated 27 May 2016 providing a comprehensive approach for efficient management of its investment in CPSEs.

Considering above guidelines, the Board of Directors has, in its meeting held on 30<sup>th</sup> January 2019, recommended the issue of bonus shares in the proportion of 1 (One) new equity share of ₹10/- each for every 5 (Five) existing equity shares of ₹ 10/- each fully paid up i.e. 1:5 held by the Members on Record Date to be hereafter fixed by the Board (which expression shall also include a Sub-Committee thereof or any person authorized by the Board) by capitalization of a sum not exceeding ₹ 1649,09,28,800/- (Rupees One Thousand Six Hundred Forty Nine Crore Nine Lakh Twenty Eight Thousand Eight Hundred only) from the General Reserves.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities and Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Article 59B of the Articles of Association of the Company, it is necessary to obtain the approval of the Members for issue of bonus shares by capitalization of reserves.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

The Board of Directors of the Company recommends the Resolution as set out in the accompanied Notice for approval of the Members as an Ordinary Resolution through postal ballot/remote e-voting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors  
For and on behalf of NTPC LTD.

*Nandini Sarkar*

**Nandini Sarkar**  
Company Secretary

Place: New Delhi  
Date:4/2/2019





## NTPC Limited

CIN: L40101DL1975GOI007966

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

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

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

### Postal Ballot Form

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

Serial no: \_\_\_\_\_

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

5. I/We hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 4<sup>th</sup> February, 2019 of NTPC Limited (the "Company") by conveying / sending my / our assent or dissent to the said Ordinary Resolution by placing the tick (✓) mark in the appropriate box below:-

Item No.	Item	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Capitalization of Reserves & Issue of Bonus Shares			

Place: \_\_\_\_\_

Date: \_\_\_\_\_ (Signature of the Member)

E-mail: \_\_\_\_\_ Tel / Mobile No.: \_\_\_\_\_

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

**Note:**

Please read the instructions printed overleaf carefully before exercising your vote.

## IMPORTANT INSTRUCTIONS

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. **The voting period shall be from 9:00 AM (IST) Sunday, February 10, 2019 to 5:00 PM (IST) Monday, March 11, 2019.**
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name(s) of Member(s) on the cut-off date i.e. **Friday, January 25, 2019**. A person who is not a member on the relevant date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid Business Reply Envelope. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member, will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt only one mode of voting i.e. either by Physical Ballot or e-voting. In case Members cast their vote both by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
8. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid.
9. The votes of a Member will be considered invalid on any of the following grounds:-
  - a) If a form other than the Postal Ballot Form issued by the Company is used.
  - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
  - c) If the Member's signature does not tally with the specimen signature registered with the Company.
  - d) If the Member has marked his/her/its vote both for 'Assent' and for 'Dissent' to the 'Resolution'.
  - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f) If the Postal Ballot Form is incomplete/incorrectly filled.
  - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent nor dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
  - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than by **5:00 PM (IST) Monday, March 11, 2019**. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
11. A Member may request for a duplicate Postal Ballot Form by writing to the Company Secretary or Registrar and Share Transfer Agent.
12. 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 by e-mail to [kaushal.acs@gmail.com](mailto:kaushal.acs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.ntpc.co.in/en/investors> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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