



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-5

Dated: 12.10.2018

Manager (Listing) National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E) Mumbai-400 051	General Manager Department of Corporate Services Bombay Stock Exchange Limited 1 st Floor, P.J.Towers Dalal Street Mumbai – 400 001
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**Sub.: Minutes of 42nd Annual General Meeting of NTPC Limited held on
20.09.2018**

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Minutes of 42nd Annual General Meeting of the Company held on Thursday, September 20, 2018 for your reference and record.

Thanking you,

Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)
Co. 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

MINUTES OF 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF NTPC LIMITED HELD ON THURSDAY, SEPTEMBER 20, 2018 AT 10.30 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, NEW DELHI - 110010

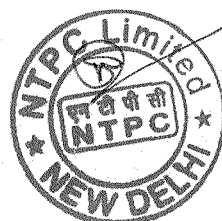
PRESENT:

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

BY ATTENDANCE:

Statutory Auditors:		
1.	Shri Lalit Singh Negi	: M/s T.R. Chadha & Co. LLP , Chartered Accountants
2.	Shri Sanjiv Kapoor	: M/s S.K. Kapoor & Co., Chartered Accountants
Scrutinizer & Secretarial Auditor:		
3.	Shri Jitesh Gupta	: M/s J.K. Gupta & Associates, Company Secretaries

- 15,498 Members present, in person or through proxy (217 holding 24,410 shares), marked their attendance. These included the nominee of the Government of India, holding 61.77% shares on the date of AGM, the Directors who are also the Members of the Company and the bodies corporate through their authorised representatives.

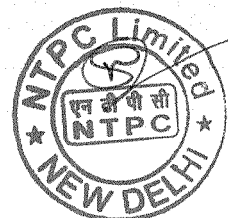


2. In accordance with Article 33 of the Articles of Association of the Company, Shri Gurdeep Singh, Chairman & Managing Director took the Chair.
3. Company Secretary introduced the Chairman & Managing Director and Directors on the Board. Shri Seethapathy Chander, Independent Director & Chairman of the Audit Committee, Dr. (Ms.) Gauri Trivedi, Independent Director & Chairman of the Nomination & Remuneration Committee including PRP and Shri M.P. Singh, Independent Director & Chairman of the Stakeholders' Relationship Committee were present to answer the queries of the shareholders. She also acknowledged the presence of Shri S.K. Kassi, Director (Thermal), Ministry of Power, the Authorised Representative of the President of India.

She then stated that Shri Vivek Kumar Dewangan, Dr. Bhim Singh and Ms. Archana Agrawal Directors could not attend the Meeting due to their other pre-occupations.

4. Since quorum as per the Companies Act, 2013 i.e. 30 members were present in person, the Chairman & Managing Director announced that the meeting was called to order. He welcomed the Members to 42nd Annual General Meeting of the Company.
5. The Chairman & Managing Director also acknowledged the presence of the joint statutory auditors, secretarial auditors of the Company and the scrutinizer appointed for scrutinising remote e-voting and electronic voting at AGM.
6. The Chairman & Managing Director stated that the Register of Directors & Key Managerial Personnel & their shareholding, Proxy Registers and Annual Report were available for inspection of the Members during the Meeting.
7. With the consent of all the Members present, the Notice convening the meeting, Directors' Report along with annexures thereto for the year 2017-18, the copies of which were with the shareholders, were taken as read.
8. The Chairman & Managing Director then delivered his speech. The printed copies of the Chairman's Statement in Hindi and English were also distributed to the Members. The brief of his speech was as under:

He stated that the Company had another year of strong performance. It added 4423 MW to its commercial capacity during FY18 - the second highest ever commercial capacity added in any year. The generation grew at over 6% in FY18 and nearly 7.5% in Q1FY19. The growth numbers in both cases were much higher than national average. These numbers indicate substantial growth in energy demand of the country. With the implementation of Govt's flagship programs such as SAUBHAGYA and DDUGJY, demand for power is likely to further rise rapidly. Consequently, the Company is poised to clock significant growth going ahead.



Many policies were issued recently in the sector, setting the direction in the medium and long terms. These included National Electricity Plan, proposed amendments to Tariff Policy and proposed amendments in Electricity Act, 2003.

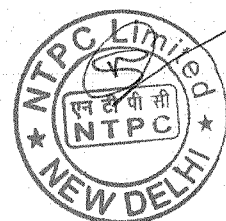
He then highlighted NTPC's robust performance during FY 2017-18 such as:

1. 1st Wind project was commissioned at Rojmal (50MW), Gujarat.
2. PLF of Coal Stations was consistently 15% higher than that of national PLF of coal stations.
3. Six stations of NTPC figured in top ten stations list of the country in terms of PLF.
4. 2.68 MMT coal produced from Pakri Barwadih in FY18 and second mine became operational at Dulanga. Total 5.00 MMT of coal produced as of Aug'18.
5. Realized 100% of the billed amount (₹ 85,264 Cr).
6. Government of India has awarded "Excellent" MoU rating.
7. Profit After Tax grew by 10.21% (₹10,343 Cr) and Revenue grew by 6.6% (₹83,453 Cr).
8. Total dividend of ₹5.12 per share comprising interim dividend of ₹2.73 per share and recommended final dividend of ₹2.39 per share for FY18, subject to your approval. The increase in dividend is 7.1% over last year.

The Company contributed 23% of the nation's power requirement in FY18 with 15.5% of its installed capacity. This share in the national generation portfolio is set to increase with addition of ~20 GW capacities presently under construction. The target for FY19 is to add around 5 GW of commercial capacity and your Company is working tirelessly for maximizing the value for its shareholders.

Some of the initiatives taken to ensure sustained performance of the Company were to add 20GW of capacity, which is under construction and would enter commercial operation over the next 3-4 years. It is committed to add 32 GW of renewable capacity by 2032. The Company had achieved fuel security through its long-term coal supply agreements. The materialization of Annual Contracted Quantity increased to 96% in FY18. Coal production from Pakri-Barwadih coal mine project had started in FY17 and a total 5 MMT of coal had been extracted from this mine. Dulanga Coal Block became operational since February 2018 and coal transportation would start shortly. Even though the landed cost of coal increased by 45% in last five years, the average tariff billed to customers had decreased during that period. The Company committed to keep the ECR low by optimizing fuel linkages and enhancing operational efficiencies. Flexibility in use of domestic coal had resulted in reduced transportation cost. The Company achieved 100% realization of current bills for the fifteenth year in a row. It secured the realization of its revenues by having Tripartite agreements with the States & UTs. These agreements were renewed with 29 out of 31 States/UTs and were being pursued with the two remaining states for early finalization.

The Company commands high credibility in the investment world which resulted in less than 7% weighted average cost of borrowings in FY18.



The Company was the first PSU in the country to come out with a dedicated Biodiversity Policy in order to establish a holistic vision and define guiding principles for conservation, restoration and enhancement of biodiversity. Substantial investment was being made to ensure compliance with revised environmental norms released by MoEF&CC in December 2015. Work is in progress at plants of 17 GW capacity and award for all coal based capacity shall be completed at the earliest for meeting the SOx limits. Tenders have been issued for Combustion Modification of 14.8 GW capacity for NOx limits.

The Company places the utmost confidence in its dedicated and committed manpower. The employees are putting best efforts to provide sustained returns to its shareholders. Their integrity and work satisfaction is reflected in the fact that the Company had been ranked 25th in the 2018's Great Place to Work list, and stands first among PSUs.

The Company was committed to create value for the society in ways beyond enabling the nation's growth through power generation. The Company was providing financial assistance for setting up of special burn wards at AIIMS-Bhubaneswar, AIIMS-Patna and King George's Medical University-Lucknow.

Another key program was the Girl Empowerment Mission - launched to train and develop 400 young girls in areas of academics, health, hygiene, self-defence, yoga and personality development.

The Company considers robust Corporate Governance as the foundation of its business. It is a means to improve efficiency, enhance investor confidence, and boost returns to shareholders. FY17 and FY18 saw zero audit observations from CAG.

The Chairman & Managing Director put on record the Company's deepest condolences on the loss of lives during the tragic incident at Unchahar Power Station. He stated that the Company had reviewed all operational and safety systems, and engaged the services of a leading global consultant on safety to further improve those aspects. The Company had provided all support and financial assistance to the families of deceased.

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



9. The Chairman & Managing Director thereafter requested Company Secretary to read out the Independent Auditors' Report on Standalone Financial Statements and on consolidated Financial Statements for the year ended 31st March 2018.
10. Company Secretary read out the Independent Auditors' Reports dated 28th May 2018. There were no qualifications, observations or comments in the Statutory Auditors' Report. In the Secretarial Audit Report, it was stated that the Company had not carried out the performance evaluation of the Directors. Since NTPC is a Government Company, the directors are appointed by the Government of India. Functional directors and government nominee directors are evaluated by the Government of India and this had been adequately explained in the Board's Report by the Management.
11. The Chairman & Managing Director stated that pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, the Company had provided remote e-voting facility to its members to exercise their right to vote in respect of items proposed to be transacted at the Annual General Meeting by electronic means from 17th September 2018 (9.00 A.M.) to 19th September 2018 (5.00 P.M.). The voting rights of the Shareholders were in proportion to the paid-up share capital of the Company as on the cut-off date which was 14th September 2018.

The Chairman & Managing Director requested Company Secretary to brief the Members about the voting procedure at the AGM.

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

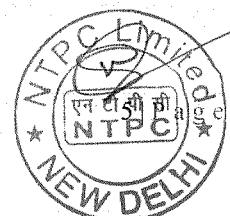
She also stated that as per the Companies Act, 2013, those Shareholders who had cast their vote through remote e-voting mechanism could take part in the Meeting but were not allowed to vote again at the Meeting.

Shri Jitesh Gupta, Practising Company Secretary was appointed as a Scrutinizer to scrutinize the e-voting process.

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

12. ANNUAL ACCOUNTS AND REPORTS OF THE BOARD AND AUDITORS THEREON FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

Company Secretary read the following Ordinary Resolution for:



- (a) Adoption of audited Standalone Financial Statements of the Company for the year ended 31st March 2018 together with the Auditors' Report and Report of the Board of Directors.

"Resolved that the audited standalone Financial Statements of the Company for the year ended 31st March 2018 and reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

- (b) Adoption of audited consolidated Financial Statements of the Company for the financial year ended 31st March 2018 together with the Auditors' Report thereon.

"Resolved that the audited consolidated Financial Statements of the Company for the year ended 31st March 2018 and Report of the Auditors thereon be and are hereby received, considered and adopted."

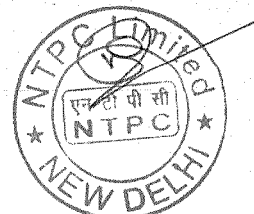
The Chairman & Managing Director stated that the resolution was placed for approval of the shareholders to adopt the audited Standalone Financial Statements and audited consolidated Financial Statements for the year ended 31st March 2018, Directors' Report, Auditors' Report and other documents as per requirement of the Companies Act, 2013.

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

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

Company Secretary read the following Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2017-18:

"Resolved that an interim dividend @ 27.30% (₹ 2.73 per share) on the paid-up equity share capital of the company amounting to ₹ 2,251.01 crore paid in February 2018 be and is hereby confirmed and pursuant to the recommendation of the Board of Directors, final dividend @ 23.90% (₹ 2.39 per share) of the paid-up equity share capital of the company amounting to ₹ 1,970.67 crore be and is hereby declared out of the profits of the Company for the financial year 2017-18 and the said dividend be paid to the equity shareholders of the Company whose names appear on the Company's Register of Members on September 20, 2018 in respect of physical shares and in respect of dematerialized shares, the dividend be paid to the beneficial owners of the shares whose names appeared in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on September 7, 2018."



The Chairman & Managing Director stated that the Board had declared interim dividend @ 27.30% (₹ 2.73 per share) of the paid-up share capital of the Company which had already been paid in the month of February 2018 and the Board had recommended final dividend @ 23.90% (₹ 2.39 per share) of the paid-up share capital of the Company for the financial year ended 31st March 2018.

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

14. RE-APPOINTMENT OF SHRI SAPTARSHI ROY AS DIRECTOR

Company Secretary read the following ordinary resolution for re-appointment of Shri Saptarshi Roy, Director, who retires by rotation and being eligible, offered himself for re-appointment:

“Resolved that Shri Saptarshi Roy, Director (DIN: 03584600) who retires by rotation pursuant to Article 41(iii) of the Articles of Association of the Company and, being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”

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

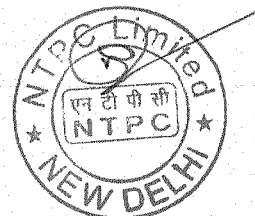
The Chairman & Managing Director then put before the shareholders the above resolution for voting.

15. AUTHORISING BOARD TO FIX REMUNERATION OF STATUTORY AUDITORS

Company Secretary read the ordinary resolution for fixation of remuneration of Statutory Auditors for the financial year 2018-19:

“Resolved that the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2018-19.”

The Chairman & Managing Director stated that NTPC being a Government Company, statutory auditors were appointed by the Comptroller and Auditor General of India. The resolution was placed for approval of the shareholders to authorize Board of Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2018-19 as per the provisions of the Companies Act, 2013.



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

16. APPOINTMENT OF SHRI M.P. SINGH AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri M.P. Singh as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

The Chairman & Managing Directors stated that Shri M.P. Singh was appointed as Additional Director w.e.f. 24th October 2017. The resolution was placed for approval of the shareholders to appoint Shri M.P. Singh as Independent of the Company as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

17. APPOINTMENT OF SHRI PRADEEP KUMAR DEB AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Pradeep Kumar Deb as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

The Chairman & Managing Director stated that Shri Pradeep Kumar Deb was appointed as Additional Director w.e.f. 24th October 2017. The resolution was placed for approval of the shareholders to appoint Shri Pradeep Kumar Deb as Independent Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

18. APPOINTMENT OF SHRI SHASHI SHEKHAR AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Shashi Shekhar as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

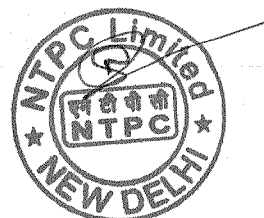
The Chairman & Managing Director stated that Shri Shashi Shekhar was appointed as Additional Director w.e.f. 24th October 2017. The resolution was placed for approval of the shareholders to appoint Shri Shashi Shekhar as Independent Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

19. APPOINTMENT OF SHRI SUBHASH JOSHI AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Subhash Joshi as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

The Chairman & Managing Director stated that Shri Subhash Joshi was appointed as Additional Director w.e.f. 24th October 2017. The resolution was placed for approval of the shareholders to appoint Shri Subhash Joshi as Independent Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

20. APPOINTMENT OF SHRI VINOD KUMAR AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Vinod Kumar as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

The Chairman & Managing Director stated that Shri Vinod Kumar was appointed as Additional Director w.e.f. 24th October 2017. The resolution was placed for approval of the shareholders to appoint Shri Vinod Kumar as Independent Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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



21. APPOINTMENT OF SHRI SUSANTA KUMAR ROY AS DIRECTOR (PROJECTS)

Company Secretary read the ordinary resolution for appointment of Shri Susanta Kumar Roy as Director (Projects):

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.

The Chairman & Managing Director stated that Shri Susanta Kumar Roy was appointed as Additional Director w.e.f. 19th January 2018. The resolution was placed for approval of the shareholders to appoint Shri Susanta Kumar Roy as Director (Projects) as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

22. APPOINTMENT OF SHRI PRASANT KUMAR MOHAPATRA AS DIRECTOR (TECHNICAL)

Company Secretary read the ordinary resolution for appointment of Shri Prasant Kumar Mohapatra as Director (Technical):

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.

The Chairman & Managing Director stated that Shri Prasant Kumar Mohapatra was appointed as Additional Director w.e.f. 31st January 2018. The resolution was placed for approval of the shareholders to appoint Shri Prasant Kumar Mohapatra as Director (Technical) as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

23. APPOINTMENT OF SHRI PRAKASH TIWARI AS DIRECTOR (OPERATIONS)

Company Secretary read the ordinary resolution for appointment of Shri Prakash Tiwari as Director (Operations):

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.

The Chairman & Managing Director stated that Shri Prakash Tiwari was appointed as Additional Director w.e.f. 31st January 2018. The resolution was placed for approval of the shareholders to appoint Shri Prakash Tiwari as Director (Operations) as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

24. APPOINTMENT OF SHRI VIVEK KUMAR DEWANGAN AS GOVERNMENT NOMINEE DIRECTOR

Company Secretary read the ordinary resolution for appointment of Shri Vivek Kumar Dewangan as Government Nominee Director:



Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

The Chairman & Managing Director stated that Shri Vivek Kumar Dewangan was appointed as Additional Director w.e.f. 28th April 2018. The resolution was placed for approval of the shareholders to appoint Shri Vivek Kumar Dewangan as Government Nominee Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

25. APPOINTMENT OF DR. BHIM SINGH AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Dr. Bhim Singh as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Dr. 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.

The Chairman & Managing Director stated that Dr. Bhim Singh was appointed as Additional Director w.e.f. 30th July 2018. The resolution was placed for approval of the shareholders to appoint Dr. Bhim Singh as Independent Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.



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

26. APPOINTMENT OF DR. K.P. KYLASANATHA PILLAY AS INDEPENDENT DIRECTOR

Company Secretary read the ordinary resolution for appointment of Dr. K.P. Kylasanatha Pillay as Independent Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Dr. 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.

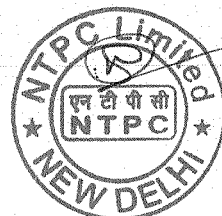
The Chairman & Managing Director stated that Dr. K.P. Kylasanatha Pillay was appointed as Additional Director w.e.f. 30th July 2018. The resolution was placed for approval of the shareholders to appoint Dr. K.P. Kylasanatha Pillay as Independent Director as per the provisions of the Companies Act, 2013. His brief profile was appended with the Notice in the Annual Report.

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

27. APPOINTMENT OF MS. ARCHANA AGRAWAL AS GOVERNMENT NOMINEE DIRECTOR

Company Secretary read the ordinary resolution for appointment of Ms. Archana Agrawal as Government Nominee Director:

Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, 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.

The Chairman & Managing Director stated that Ms. Archana Agrawal was appointed as Additional Director w.e.f. 7th August 2018. The resolution was placed for approval of the shareholders to appoint Ms. Archana Agrawal as Government Nominee Director as per the provisions of the Companies Act, 2013. Her brief profile was appended with the Notice in the Annual Report.

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

28. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2018-19

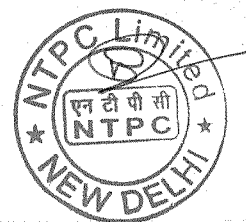
Company Secretary read the ordinary resolution for ratification of remuneration of Cost Auditors for the Financial Year 2018-19:

Resolved that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s)], the Company hereby ratifies the remuneration of Rs. 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.

The Chairman & Managing Director stated that the Board of Directors approved remuneration of cost auditors for the financial year 2018-19. Resolutions were placed for ratification of remuneration to Cost Auditor(s) for the financial year 2018-19 as per the provisions of the Companies Act, 2013.

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



29. AUTHORISING BOARD TO RAISE FUNDS UPTO ₹ 12,000 CRORE THROUGH ISSUE OF BONDS/ DEBENTURES ON PRIVATE PLACEMENT BASIS

Company Secretary read the special resolution to raise funds upto ₹ 12,000 Crore through issue of Bonds/Debentures on Private Placement Basis:

Resolved that pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable statutory provisions (including any statutory modification or re-enactments thereof) the Board of Directors of the Company (the "Board") be and 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 Rs. 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.

The Chairman & Managing Director stated that the resolutions were placed for authorizing the Board to make offer(s) or invitation(s) to subscribe to the secured/ unsecured, redeemable, taxable/ tax-free, cumulative/ non-cumulative, non-convertible debentures (Bonds) upto ₹ 12,000 crore in one or more tranches/ series, not exceeding 30, through private placement, in domestic market for Capex, working capital and general corporate purposes during the period commencing from the date of passing Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2019-20 whichever is earlier, as per the provisions of the Companies Act, 2013.

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



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

Company Secretary then stated that the result of e-voting would be put up at the website of the Company at www.ntpc.co.in, stock exchanges and on the website of NSDL on or before 22nd September 2018.

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

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

The Chairman & Managing Director responded to the query raised by the Members regarding payment of bonus, buy-back of shares, transfer of shares to IEPF etc.

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

32. Shri K. Sreekant, Director (Finance) then thanked the Chair, authorised representative of the President of India, valued shareholders, Directors on the Board, auditors and employees of the Company.

33. All the voting having being completed, the Chairman & Managing Director announced the conclusion of 42nd Annual General Meeting of the Company at 11:30 a.m.

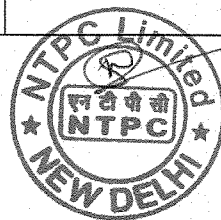
Results of e-voting and poll on the ordinary and special businesses at the 42nd Annual General Meeting of the Company held on Thursday, 20th September 2018:

On the basis of the Consolidated Report of the Scrutinizer dated 21.09.2018 on the remote e-voting and electronic voting through TAB at the AGM venue, the summary of which is mentioned hereunder, Director (Human Resources), duly authorised by the Chairman & Managing Director, announced the results of the voting on 21.09.2018 that all the resolutions for the ordinary and special businesses as set out in Item No. 1 to 18 in the Notice of 42nd Annual General Meeting of the Company have been duly passed by the requisite majority.



Brief particulars of the Consolidated Report of the Scrutinizer dated 21.09.2018 on remote e-voting and electronic voting through TAB at the AGM venue:

Particulars		Remote e- Voting		Voting through TAB at AGM		Consolidated	
		No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
<u>Ordinary Businesses:</u>							
Item No.1 Ordinary Resolution for: (a) Adoption of audited Standalone Financial Statements of the Company for the year ended March 31, 2018 together with the Auditors' Report and Report of the Board of Directors. (b) Adoption of audited consolidated Financial Statements of the Company for the year ended March 31, 2018 together with the Auditors' Report thereon.	Voted in favour	2,58,92,87,345	99.99995%	5,09,33,23,771	100%	7,68,26,11,116	99.9999%
	Voted Against	1,189	0.00005%	-	-	1,189	0.00001%
	Invalid Votes	-	-	-	-	-	-
Item No. 2: Ordinary Resolution for confirmation of payment of interim dividend and declaration of final dividend for the year 2017-18	Voted in favour	2,66,40,87,780	99.99994%	5,09,33,23,771	100%	7,75,74,11,551	99.99997%
	Voted Against	1,606	0.00006%	-	-	1,606	0.00003%
	Invalid Votes	-	-	-	-	-	-
Item No. 3: Ordinary Resolution for re-appointment of Shri Saptarshi Roy (DIN: 03584600), who retires by	Voted in favour	2,25,79,18,792	84.75399%	5,09,33,23,771	100%	7,35,12,42,563	94.76414%
	Voted Against	40,61,66,765	15.24601%	-	-	40,61,66,765	5.23585%
	Invalid Votes	-	-	-	-	-	-



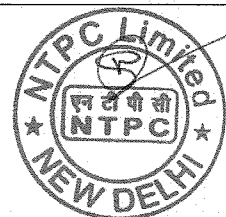
Particulars		Remote e- Voting		Voting through TAB at AGM		Consolidated	
		No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
rotation and being eligible, offers himself for re-appointment							
Item No. 4: Ordinary Resolution for authorizing the Board of Directors to fix the remuneration of the Statutory Auditors for the Financial Year 2018-19	Voted in favour	2,65,36,42,947	99.60799%	5,09,33,23,771	100%	7,74,69,66,718	99.86537%
	Voted Against	1,04,43,511	0.39201%	-	-	1,04,43,511	0.13463%
	Invalid Votes	-	-	-	-	-	-
Special Businesses:							
Item No. 5: Ordinary Resolution for appointment of Shri M.P. Singh (DIN: 07937931) as Independent Director of the Company	Voted in favour	2,65,20,91,914	99.58459%	5,09,33,23,771	100%	7,74,54,15,685	99.85737%
	Voted Against	1,10,62,883	0.41541%	-	-	1,10,62,883	0.14263%
	Invalid Votes	-	-	-	-	-	-
Item No. 6: Ordinary Resolution for appointment of Shri Pradeep Kumar Deb (DIN: 03424714) as Independent Director of the Company	Voted in favour	2,65,07,30,909	99.53358%	5,09,33,23,771	100%	7,74,40,54,680	99.83985%
	Voted Against	1,24,21,585	0.46642%	-	-	1,24,21,585	0.16015%
	Invalid Votes	-	-	-	-	-	-
Item No. 7: Ordinary Resolution for appointment of Shri Shashi Shekhar (DIN: 01747358) as Independent Director of the Company	Voted in favour	2,65,25,01,533	99.60018%	5,09,33,23,771	100%	7,74,58,25,304	99.86272%
	Voted Against	1,06,47,870	0.39982%	-	-	1,06,47,870	0.13728%
	Invalid Votes	-	-	-	-	-	-
Item No. 8: Ordinary Resolution for appointment of Shri Subhash Joshi (DIN: 07946219) as Independent Director of the Company	Voted in favour	2,65,25,04,174	99.60015%	5,09,33,23,761	99.99999%	7,74,58,27,935	99.86271%
	Voted Against	1,06,48,542	0.39985%	10	0.00001%	1,06,48,552	0.13728%
	Invalid Votes	-	-	-	-	-	-



Particulars		Remote e- Voting		Voting through TAB at AGM		Consolidated	
		No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
Item No. 9: Ordinary Resolution for appointment of Shri Vinod Kumar (DIN: 00955992) as Independent Director of the Company	Voted in favour	2,65,11,43,033	99.54907%	5,09,33,23,761	99.99999%	7,74,44,66,794	99.84517%
	Voted Against	1,20,08,918	0.45093%	10	0.00001%	1,20,08,928	0.15482%
	Invalid Votes	-	-	-	-	-	-
Item No. 10: Ordinary Resolution for appointment of Shri Susanta Kumar Roy (DIN: 07940997) as Director (Projects) of the Company, liable to retire by rotation	Voted in favour	22,62,39,6310	84.92221%	5,09,33,23,771	100%	7,35,57,20,081	94.8219%
	Voted Against	40,16,84,655	15.0779%	-	-	40,16,84,655	5.1781%
	Invalid Votes	-	-	-	-	-	-
Item No. 11: Ordinary Resolution for appointment of Shri Prasant Kumar Mohapatra (DIN: 07800722) as Director (Technical) of the Company, liable to retire by rotation	Voted in favour	2,26,23,99,221	84.92237%	5,09,33,23,771	100%	7,35,57,22,992	94.8219%
	Voted Against	40,16,80,098	15.07763%	-	-	40,16,80,098	5.1781%
	Invalid Votes	-	-	-	-	-	-
Item No. 12: Ordinary Resolution for appointment of Shri Prakash Tiwari (DIN: 08003157) as Director (Operations) of the Company, liable to retire by rotation	Voted in favour	2,26,23,99,408	84.92226%	5,09,33,23,771	100%	7,35,57,23,179	94.8219%
	Voted Against	40,16,83,485	15.07774%	-	-	40,16,83,485	5.1781%
	Invalid Votes	-	-	-	-	-	-
Item No. 13: Ordinary Resolution for appointment of Shri Vivek	Voted in favour	2,21,23,45,016	83.04348%	5,09,33,23,761	99.99999%	7,30,56,68,777	94.1767%
	Voted Against	45,17,35,260	16.95652%	10	0.00001%	45,17,35,270	5.8233%



Particulars		Remote e- Voting		Voting through TAB at AGM		Consolidated	
		No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
Kumar Dewangan (DIN: 01377212) as Government Nominee Director of the Company, not liable to retire by rotation	Invalid Votes	-	-	-	-	-	-
Item No. 14: Ordinary Resolution for appointment of Dr.Bhim Singh (DIN: 08189580) as Independent Director of the Company	Voted in favour	2,65,43,23,788	99.66855%	5,09,33,23,771	100%	7,74,76,47,559	99.88619%
	Voted Against	88,26,888	0.33145%	-	-	88,26,888	0.11381%
	Invalid Votes	-	-	-	-	-	-
Item No. 15: Ordinary Resolution for appointment of Dr. K.P. Kylasanatha Pillay (DIN: 08189583) as Independent Director of the Company	Voted in favour	2,65,43,25,288	99.66856%	5,09,33,23,771	100%	7,74,76,49,059	99.8862%
	Voted Against	88,26,627	0.33144%	-	-	88,26,627	0.1138%
	Invalid Votes	-	-	-	-	-	-
Item No. 16: Ordinary Resolution for appointment of Ms. Archana Agrawal (DIN: 02105906) as Government Nominee Director of the Company, not liable to retire by rotation	Voted in favour	2,21,27,61,538	83.05906%	5,09,33,23,771	100%	7,30,60,85,309	94.1820%
	Voted Against	45,13,20,629	16.94094%	-	-	45,13,20,629	5.818%
	Invalid Votes	-	-	-	-	-	-
Item No. 17: Ordinary Resolution for ratification of remuneration of the Cost Auditors for the financial year 2018-19	Voted in favour	2,66,09,22,550	99.89707%	5,09,33,23,771	100%	7,75,42,46,321	99.9646%
	Voted Against	27,41,789	0.10293%	-	-	27,41,789	0.0354%
	Invalid Votes	-	-	-	-	-	-
Item No. 18: Special Resolution for authorizing	Voted in favour	2,51,21,33,606	99.99898%	5,09,33,23,671	99.99999%	7,60,54,57,277	99.9996%



Particulars		Remote e- Voting		Voting through TAB at AGM		Consolidated	
		No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast	No. of shares for which votes cast	% of total no. of valid votes cast
the Board for raising of funds upto ₹ 12,000 crore through issue of Bonds/ Debentures on Private Placement basis	Voted Against	25,553	0.00102%	100	0.00001%	25,653	0.0004%
	Invalid Votes	-	-	-	-	-	-

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

