



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: AGM-2019

Dated: 22/8/2019

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 Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

In continuation with our letter dated 21/8/2019 and in compliance with the provisions of the Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results (in specified format) in respect of items of business transacted at the 43rd Annual General Meeting of the Company held on Wednesday, 21st August, 2019 at 10.30 A.M. at Manekshaw Centre, Parade Road, New Delhi – 110010 alongwith the report of the scrutinizers.

Thanking you.



Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)
Company Secretary

Manish

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 AGM 2019

Date of the AGM: 21th Aug 2019

Total number of shareholders on record date: '578540' No. of Shares: '9894557280'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :		1	No. of Shares:	5392920157		
Public :		3043	No. of Shares:	945527		

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=			(6)=	(7)=
		(1)	(2)	[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100

1. Adoption of audited standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	100.0000	5392920157	0	100.0000	0.0000
Public – Institutional holders	E-Voting	4164753527	3606917730	86.6100	3606917730	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4164753527	86.6100	3606917730	0	100.0000	0.0000
Public-Others	E-Voting	336883596	80244642	23.8200	80242304	2338	100.0000	0.0000
	Poll		58864	0.0200	49467	9397	84.0400	15.9600
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		336883596	80303506	23.8400	80291771	11735	99.9900
Total		9894557280	9080141393	91.7691	9080129658	11735	99.9999	0.0001

2. Confirmation of payment of interim dividend and to declare final dividend for the year 2018-19.

Ordinary Resolution



Promoter and Promoter Gro	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	5392920157	100.0000	5392920157	0	100.0000
Public – Institutional holders	E-Voting	4164753527	3612897408	86.7500	3612897408	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4164753527	3612897408	86.7500	3612897408	0	100.0000
Public-Others	E-Voting	336883596	127576563	37.8700	127574878	1685	100.0000	0.0000
	Poll		58791	0.0200	52898	5893	89.9800	10.0200
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		336883596	127635354	37.8900	127627776	7578	99.9900
	Total	9894557280	9133452919	92.3078	9133445341	7578	99.9999	0.0001

3. Re-appointment of Shri A.K.Gupta (DIN: 07269906), who retires by rotation

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	5392920157	100.0000	5392920157	0	100.0000
Public – Institutional holders	E-Voting	4164753527	3612027478	86.7300	3576737782	35289696	99.0200	0.9800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4164753527	3612027478	86.7300	3576737782	35289696	99.0200
Public-Others	E-Voting	336883596	127571571	37.8700	127527532	44039	99.9700	0.0300
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		336883596	127627121	37.8800	127576933	50188	99.9600
	Total	9894557280	9132574756	92.2990	9097234872	35339884	99.6130	0.3870

4. Fixation of remuneration of Statutory Auditors

Ordinary Resolution

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	100.0000	5392920157	0	100.0000	0.0000
Public – Institutional holders	E-Voting	4164753527	3612897408	86.7500	3604082037	8845371	99.7600	0.2400
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000



	Total	4164753527	3612897408	86.7500	3604082037	8815371	99.7600	0.2400
Public-Others	E-Voting	336883596	127571151	37.8700	127562288	8863	99.9900	0.0100
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		127626701	37.8800	127611689	15012	99.9900	0.0100
	Total	9894557280	9133444266	92.3078	9124613883	8830383	99.9033	0.0967

5. Re-appointment of Dr.Gauri Trivedi (DIN: 06502788), as Independent Director

Special Resolutions

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	100.0000	5392920157	0	100.0000	0.0000
Public – Institutional holders	E-Voting	4164753527	3580972267	85.9800	2952861259	628111008	82.4600	17.5400
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3580972267	85.9800	2952861259	628111008	82.4600	17.5400
Public-Others	E-Voting	336883596	129126737	38.3300	129091893	34844	99.9700	0.0300
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		129182287	38.3500	129141294	40993	99.9700	0.0300
	Total	9894557280	9103074711	92.0008	8474922710	628152001	93.0996	6.9004

6. Increase in borrowing limit of the Company from Rs. 1,50,000 crore to Rs. 2,00,000 crore

Special Resolutions

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	100.0000	5392920157	0	100.0000	0.0000
Public – Institutional holders	E-Voting	4164753527	3612897408	86.7500	3612897408	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3612897408	86.7500	3612897408	0	100.0000	0.0000
Public-Others	E-Voting	336883596	129281353	38.3800	129228930	52423	99.9600	0.0400
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		129336903	38.3900	129278331	58572	99.9500	0.0500
	Total	9894557280	9135154468	92.3250	9135095896	58572	99.9994	0.0006

7. Creation of Mortgage and/or charge over the movable and immovable properties of the Company



Special Resolutions

Special Resolutions								
Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	5392920157	100.0000	5392920157	0	100.0000
Public – Institutional holders	E-Voting	4164753527	3609012408	86.6600	3609012408	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4164753527	3609012408	86.6600	3609012408	0	100.0000
Public-Others	E-Voting	336883596	129279065	38.3700	129242336	36729	99.9700	0.0300
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		336883596	129334615	38.3900	129291737	42878	99.9700
	Total	9894557280	9131267180	92.2858	9131224302	42878	99.9995	0.0005

8. To ratify the remuneration of the Cost Auditors for the financial year 2019-20

Ordinary Resolutions

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	5392920157	100.0000	5392920157	0	100.0000
Public – Institutional holders	E-Voting	4164753527	3612897408	86.7500	3612897408	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4164753527	3612897408	86.7500	3612897408	0	100.0000
Public-Others	E-Voting	336883596	127574009	37.8700	127559476	14533	99.9900	0.0100
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		336883596	127629559	37.8900	127608877	20682	99.9800
	Total	9894557280	9133447124	92.3078	9133426442	20682	99.9998	0.0002

9. Raising of funds up to Rs. 15,000 Crore through issue of Bonds/Debentures on Private Placement basis

Special Resolutions

Promoter and Promoter Group	E-Voting	5392920157	0	0.0000	0	0	0.0000	0.0000
	Poll		5392920157	100.0000	5392920157	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		5392920157	100.0000	5392920157	0	100.0000	0.0000
Public – Institutional holders	E-Voting	4164753527	3612897408	86.7500	3612897408	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



Public- Institutional Investors	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4164753527	3612897408	86.7500	3612897408	0	100.0000	0.0000
Public-Others	E-Voting	336883596	129286674	38.3800	129245445	41229	99.9700	0.0300
	Poll		55550	0.0200	49401	6149	88.9300	11.0700
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	336883596	129342224	38.3900	129294846	47378	99.9600	0.0400
	Total	9894557280	9135159789	92.3251	9135112411	47378	99.9995	0.0005





Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014]

To

Mr. Gurdeep Singh

Chairman & Managing Director,

NTPC LIMITED

& Chairman of AGM held on 21st August, 2019

At Manekshaw Centre, Parade Road,

New Delhi- 110010

Sub: Scrutinizer's Report on remote e-voting and Poll conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 43rd Annual General Meeting (AGM) of NTPC Limited held on Wednesday, 21st August, 2019 at 10:30 A.M.

Dear Sir,

Please refer to your letter dated 05th July, 2019 appointing us as Scrutinizer for the purpose of scrutinizing the physical ballot/electronic voting at venue of AGM and e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Rules, 2014.

I, **CS Amit Kaushal** of **A. Kaushal & Associates**, Company Secretaries, having office at A-62, Basement, Defence Colony, New Delhi- 110024, submit my report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notice of the 43rd Annual General Meeting of the Equity Shareholders of NTPC Limited (CIN: L40101DL1975GOI007966) ("**the Company**"), convened on Wednesday, 21st August, 2019 at 10:30 A.M. at Manekshaw Centre, Parade Road, New Delhi- 110010 were sent to the members.
2. The Shareholders holding shares as on the "cut off" date i.e. 14th August, 2019, were entitled to vote on the resolutions as proposed in notice dated 8th July, 2019 read with the addendum to the notice dated 18th July, 2019 regarding withdrawal of Agenda Item No. 5 pertaining to appointment of Shri Anurag Agarwal (DIN: 01360908) as Government Nominee Director. Accordingly the rest of the Agenda Items have been renumbered.
3. Detailed instructions relating to poll and remote e-voting facility along with login details were provided to the equity shareholders.



4. The Company has also published the information relating to remote e-voting in the newspapers namely, Jansatta (Hindi Daily), Financial Express (English Daily) and in the Indian Express (English Daily) on 29th July, 2019.
5. The remote e-voting period commenced on Sunday, 18th August, 2019 (9:00 A.M. IST) and concluded on Tuesday, 20th August, 2019 (5:00 P.M. IST) for the purpose of Annual General Meeting held on 21st August, 2019 at 10:30 AM.
6. The members had casted their votes through remote e-voting facility provided by National Securities Depository Limited (NSDL) on the designated website <https://www.evoting.nsdl.com>
7. According to Section 103 of the Companies Act, 2013, the requisite quorum for AGM of NTPC is 30 members personally present at the meeting. 3044 members (including 24 through proxy) were present at above said AGM.
8. At the venue of the 43rd AGM of the NTPC, the facility to vote electronically (Tab Voting) was provided to facilitate voting by members present in the meeting but who could not participate through Remote E-voting to record their votes.
9. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the NSDL on the designated website.
10. No members, who have used the facility of remote e-voting, have casted their vote at the Annual General Meeting of the Company.
11. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Annual General Meeting on **Wednesday, 21st August, 2019**, in the presence of 2 (two) witnesses Mr. Nishant Chauhan and Mr. Dharamender Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Nishant Chauhan

Mr. Nishant Chauhan

Dharamender Kumar

Mr. Dharamender Kumar

12. The e-voting data was scrutinized by me for verification of votes casted in favour and against the resolution.
13. The result of voting (including remote e-voting) on the below mentioned resolution is as under:

1. To consider and adopt:

- (a) **The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.**



(b) The audited Consolidated Financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditors thereon.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (a) (as Ordinary Resolution)	E-Voting	3687160034	99.99994	2338	0.00006	NIL
	Poll	5392969624	99.99983	9397	0.00017	NIL
	TOTAL	9080129658	99.99987	11735	0.00013	NIL

2. To confirm payment of interim dividend and declare final dividend for the year 2018-19.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E- Voting	3740472286	99.99995	1685	0.00005	NIL
	Poll	5392973055	99.99989	5893	0.00011	NIL
	TOTAL	9133445341	99.99992	7578	0.00008	NIL

3. To appoint a Director in place of Shri Anand Kumar Gupta, Director (Commercial)(DIN:07269906), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	3704265314	99.05515	35333735	0.94485	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	9097234872	99.61303	35339884	0.38697	NIL



4. To fix the remuneration of the Statutory Auditors for the year 2019-20.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	3731644325	99.76409	8824234	0.23591	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	9124613883	99.90332	8830383	0.09668	NIL

5. To re- appoint Dr. Gauri Trivedi (DIN:06502788), as Independent Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5 (as Special Resolution)	E-Voting	3081953152	83.0693	628145852	16.9307	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	8474922710	93.09956	628152001	6.90044	NIL

6. To Increase borrowing Limit of the Company from Rs. 1,50,000 Crore to Rs. 2,00,000 Crore.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Special Resolution)	E-Voting	3742126338	99.9986	52423	0.0014	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	9135095896	99.99936	58572	0.00064	NIL



7. To Create Mortgage and /or Charge over the movable and immovable properties of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Special Resolution)	E-Voting	3738254744	99.99902	36729	0.00098	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	9131224302	99.99953	42878	0.00047	NIL

8. To ratify the remuneration of the Cost Auditor for the financial year 2019-20.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 8 (as Ordinary Resolution)	E-Voting	3740456884	99.99961	14533	0.00039	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	9133426442	99.99977	20682	0.00023	NIL

9. Toraise funds up to Rs. 15,000 Crore through issue of Bonds/Debentures on Private Placement basis.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 9 (as Special Resolution)	E-Voting	3742142853	99.9989	41229	0.0011	NIL
	Poll	5392969558	99.99989	6149	0.00011	NIL
	TOTAL	9135112411	99.99948	47378	0.00052	NIL

Note: In table No. 1 to 9, percentage of votes in assent and percentage of votes in dissent have been rounded off upto 5 digits after decimal.



14. The votes casted by the members of Company in favour of the resolution are more than the requisite majority, and therefore, the resolutions are deemed to be passed. The Chairman may declare the result accordingly.
15. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You.
Yours faithfully



CS Amit Kaushal
A. Kaushal & Associates
Company Secretaries
Mem. No. : F 6230
C. P. No. : 6663



Mr. Gurdeep Singh
Chairman & Managing Director

Place: New Delhi
Date: 22/08/2019