



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01: SEC: LA

Dated: 30/8/2022

To

General Manager
Department of Corporate Services
BSE 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 and Disclosure Requirements) Regulations, 2015

Dear Sir,

In compliance with the provisions of the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing voting results in respect of items of businesses transacted at the 46th Annual General Meeting of the Company held on 30TH August 2022 at 10:30 AM through Video Conferencing / Other Audio Visual Means alongwith the report of the scrutinizers.

Thanking you.

Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)

Company Secretary &

Compliance Officer

Nandini

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, 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, Lodi Road, New Delhi-110003

Corporate Identification Number : L40101DL1975GOI007966, Telephone No.: 011-24387333, Fax No.: 011-24361018, E-mail : ntpccc@ntpc.co.in

Website : www.ntpc.co.in

NTPC LIMITED

Voting result of the AGM Held on August 30, 2022

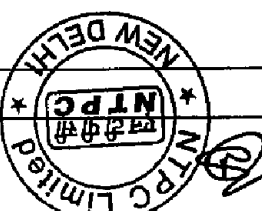
DATE OF AGM	30-Aug-22
Total No. of shareholders as on Record Date	1016645
No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group :	1
Public :	182
No. of Shares:	4955346251
No. of Shares:	11455422

No of shareholders attended the meeting through Video Conferencing

Detail of the Agenda: Item No. 1	To consider and adopt Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, the reports of the Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL		4955346251	4955346251	100.0000	4955346251		100.0000
Public - Institutional holders	E-Voting	4488427333	4074880074	90.7864	3900688771	174191303	95.7252	4.2748
	Poll							
	Postal Ballot (if Any)							
	TOTAL		4488427333	4074880074	90.7864	3900688771	174191303	95.7252
Public - Non Institutional holders	E-Voting	252892550	683320	0.2702	675689	7731	98.8686	1.1314
	Poll		27539	0.0109	27538	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		252892550	710859	0.2811	703128	7731	98.9124
G-TOTAL		9696666134	9030937184	93.1345	8856738150	174199034	98.0711	1.9289

Detail of the Agenda: Item No. 2	To confirm payment of interim dividend and declare final dividend for the financial year 2021-22.							
Resolution required: (Ordinary/ Special)	Ordinary							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL		4955346251	4955346251	100.0000	4955346251		100.0000
Public - Institutional holders	E-Voting	4503859619	4114270909	91.3499	4111482976	2787933	99.9322	0.0678
	Poll							
	Postal Ballot (if Any)							
	TOTAL		4503859619	4114270909	91.3499	4111482976	2787933	99.9322
Public - Non Institutional holders	E-Voting	237460264	683952	0.2880	673076	10876	98.4098	1.5902
	Poll		27539	0.0116	27539	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL		237460264	711491	0.2996	700615	10876	98.4714
G-TOTAL		9696666134	9070328651	93.5407	9067529842	2798809	99.9691	0.0309

Detail of the Agenda: Item No. 3	To appoint Shri Ramesh Babu V. (DIN:08736805) Director (Operations), who retires by rotation as a Director.							
Resolution required: (Ordinary/ Special)	Ordinary							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		4955346251	100.0000	4955346251	0	100.0000	0.0000



Promoter and Promoter Group	Poll	4955346251						
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251		100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4113467487	91.3321	2964091046	1149376441	72.0582	27.9418
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4113467487	91.3321	2964091046	1149376441	72.0582	27.9418
Public - Non Institutional holders	E-Voting	237460264	678101	0.2856	655844	22267	96.7177	3.2823
	Poll		27539	0.0116	27289	250	99.0922	0.9078
	Postal Ballot (if Any)							
	TOTAL	237460264	705640	0.2972	683133	22507	96.8104	3.1896
G-TOTAL		9696666134	9069519378	93.5323	7920120430	1149398948	87.3268	12.6732

Detail of the Agenda:	To fix the remuneration of the Statutory Auditors for the financial year 2022-23.
Item No. 4	

Resolution required: (Ordinary/ Special)	Ordinary							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251		100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4114248415	91.3494	4083154119	21094296	99.4873	0.5127
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4114248415	91.3494	4093154119	21094296	99.4873	0.5127
Public - Non Institutional holders	E-Voting	237460264	678252	0.2856	661372	16880	97.5112	2.4888
	Poll		27539	0.0116	27639	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	705791	0.2972	688911	16880	97.6084	2.3916
G-TOTAL		9696666134	9070300457	93.5404	9049189281	21111176	99.7672	0.2328

Detail of the Agenda:	To appoint Shri Vivek Gupta (DIN:08794502), as an Independent Director of the Company.
Item No. 5	

Resolution required: (Ordinary/ Special)	Ordinary							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251		100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4075515497	90.4894	3516678580	588836917	86.2879	13.7121
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4075515497	90.4894	3516678580	588836917	86.2879	13.7121
Public - Non Institutional holders	E-Voting	237460264	677055	0.2851	653881	23074	96.5920	3.4080
	Poll		27539	0.0116	27639	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	704594	0.2967	681520	23074	96.7252	3.2748
G-TOTAL		9696666134	9031566342	93.1409	8472706351	558859991	93.8121	6.1879

Detail of the Agenda:	To appoint Shri Jitendra Jayantilal Tanna (DIN: 09403346), as an Independent Director of the Company.
Item No. 6	

Resolution required: (Ordinary/ Special)	Ordinary							
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100



Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4114248415	91.3494	3884942480	229305936	94.4265	5.5735
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4114248415	91.3494	3884942480	229305936	94.4265	5.5735
Public - Non Institutional holders	E-Voting	237460264	676989	0.2851	652267	24722	96.3482	3.6518
	Poll		27539	0.0116	27639	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	704528	0.2967	679806	24722	96.4910	3.5090
G-TOTAL		9696666134	9070299194	93.5404	8840968537	229330657	97.4716	2.5284

Detail of the Agenda: Item No. 7		To appoint Shri Vidyadhar Vaishampayan (DIN:02667949), as an Independent Director of the Company.						
Resolution required: (Ordinary/ Special)		Special						
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4114248415	91.3494	3887550504	226697911	94.4899	5.5101
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4114248415	91.3494	3887550504	226697911	94.4899	5.5101
Public - Non Institutional holders	E-Voting	237460264	676620	0.2849	653212	23408	96.5405	3.4595
	Poll		27539	0.0116	27639	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	704159	0.2965	680751	23408	96.6758	3.3242
G-TOTAL		9696666134	9070298825	93.5404	8843577506	226721319	97.5004	2.4996

Detail of the Agenda: Item No. 8		To appoint Ms. Sangitha Varier (DIN:09402812), as a Woman Independent Director of the Company.						
Resolution required: (Ordinary/ Special)		Special						
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4074962074	90.4771	2841270776	1233691298	69.7251	30.2749
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4074962074	90.4771	2841270776	1233691298	69.7251	30.2749
Public - Non Institutional holders	E-Voting	237460264	675985	0.2847	654732	21253	96.8560	3.1440
	Poll		27539	0.0116	27639	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	703524	0.2963	682271	21253	96.9791	3.0209
G-TOTAL		9696666134	9031011849	93.1352	7797299298	1233712551	86.3392	13.6608

Detail of the Agenda: Item No. 9		To appoint Shri Phiyush Surendrapal Singh (DIN: 07492389), as Government Nominee Director on the Board of the Company.						
Resolution required: (Ordinary/ Special)		Ordinary						
Category	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

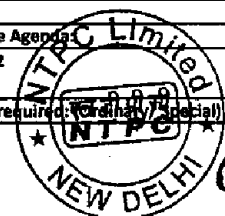


		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4074962074	90.4771	2498665878	1576298196	61.3175	38.6825
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4074962074	90.4771	2498665878	1576298196	61.3175	38.6825
Public - Non Institutional holders	E-Voting	237460264	676811	0.2850	653266	23545	96.5212	3.4788
	Poll		27539	0.0116	27539	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	704350	0.2966	680805	23545	96.6572	3.3428
G-TOTAL		9696666134	9031012675	93.1352	7454692934	1576319741	82.5455	17.4545

Detail of the Agenda:		To appoint Shri Jaikumar Srinivasan (DIN: 01220828), as Director (Finance) of the Company.						
Item No. 10								
Resolution required: (Ordinary/ Special)		Special						
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4113467487	91.3321	3242998367	870469120	78.8386	21.1614
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4113467487	91.3321	3242998367	870469120	78.8386	21.1614
Public - Non Institutional holders	E-Voting	237460264	678032	0.2855	660878	17154	97.4700	2.5300
	Poll		27539	0.0116	27539	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	705571	0.2971	688417	17154	97.5688	2.4312
G-TOTAL		9696666134	9069519309	93.5323	8199033035	870486274	90.4021	9.5979

Detail of the Agenda:		To ratify the remuneration of the Cost Auditors for the financial year 2022-23.						
Item No. 11								
Resolution required: (Ordinary/ Special)		Special						
Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4114248415	91.3494	4114248415	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4114248415	91.3494	4114248415	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	237460264	677823	0.2854	659649	18174	97.3188	2.6812
	Poll		27539	0.0116	27539	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	237460264	705362	0.2970	687188	18174	97.4235	2.5765
G-TOTAL		9696666134	9070300028	93.5404	9070281854	18174	99.9998	0.0002

Detail of the Agenda:		To raise funds up to `12,000 Crore through issue of Bonds/Debentures on Private Placement basis.						
Item No. 12								
Resolution required: (Ordinary/ Special)		Special						



Category	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4955346251	4955346251	100.0000	4955346251	0	100.0000	0.0000
Public - Institutional holders	E-Voting	4503859619	4114385544	91.3524	4114385544	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL	4503859619	4114385544	91.3524	4114385544	0	100.0000	0.0000
Public - Non Institutional holders	E-Voting	237460264	682920	0.2876	656588	26361	96.1400	3.8600
	Poll		27539	0.0116	26957	582	97.8866	2.1134
	Postal Ballot (if Any)							
	TOTAL	237460264	710459	0.2992	683516	26943	96.2077	3.7923
G-TOTAL		9696666134	9070442254	93.5419	9070415311	26943	99.9997	0.0003





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by Companies
(Management and Administration) Amendment Rules, 2015]

To,
The Chairman & Managing Director
NTPC Limited
NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodi Road,
New Delhi-110003

Reg.: 46th Annual General Meeting of the members of NTPC Limited held on Tuesday, 30th day of August, 2022 at 10.30 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Sub: Consolidated Scrutinizer's Report on voting through electronic means ("remote e-voting") and e-voting during the AGM held through VC process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015

Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of M/s NTPC Limited ("the Company") having its registered office at NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodi Road, New Delhi-110003 in its meeting held on 29.07.2022, pursuant to the provisions of section 108 and any other applicable Provision of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, to conduct the remote e-voting process and to scrutinize e-voting at the AGM through VC or OAVM process by the Shareholders in respect of the below mentioned resolution(s) passed at 46th Annual General Meeting of the Company held on **Tuesday, the 30th day of August, 2022**. The notice dated **30th July, 2022** for convening 46th AGM of the Company was sent to all the Shareholders in accordance with the provision of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI circulars.

The Company has provided the facility for voting through electronic means ("remote e-voting") facility offered by "Central Depository Services (India) Limited" (CDSL) for Shareholder's participation in the e-voting process of 46th AGM.



The shareholders of the Company holding shares as on the "Cut – Off" date i.e. **Tuesday, 23rd August, 2022** were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the notice convening 46th Annual General Meeting of the Company.

Pursuant to the applicable provision of MCA circulars, the company had published the newspaper advertisement in Indian Express (English), Financial Express (English) and Jansatta (Hindi) dated 31.07.2022.

Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the company had published the newspaper advertisement in Indian Express (English), Financial Express (English) and Jansatta (Hindi) dated 08.08.2022.

Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favor" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited ("CDSL"), the Depository Participant of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/documents furnished to me electronically till the time fixed for closing of the-voting process i.e. till 5 p.m. on 29th August, 2022.

The voting period for remote e-Voting commenced on **Friday, 26th August, 2022 at 09:00 am (IST)** till **Monday, 29th August, 2022 at 5.00 pm (IST)** and the remote e-Voting platform was blocked thereafter.

As the AGM of the Company held through VC/OAVM on **Tuesday, 30th August, 2022**, after considering all the items of business, the facility to vote electronically was provided to those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their vote.

After the closure of e-voting during Annual General Meeting held on **30th August, 2022**, and the remote e-voting conducted prior to the AGM were unlocked and were downloaded in the presence of two independent witnesses Ms. Garima and Mr. Ajay, who are not in employment of the Company. The votes casted by the members were reconciled with the record maintained by the Registrar and Transfer Agent of the Company.

The voting pattern was unlocked by us on **30th day of August, 2022** in the presence of:

Independent Witness:

Digitally signed
by GARIMA
GROVER
Date: 2022.08.30
15:39:39 -07'00'

(Ms. Garima)

Digitally signed by
AJAY KUMAR
CHOUDHARY
Date: 2022.08.30
15:40:02 -07'00'

(Mr. Ajay)



I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the "Central Depository Services (India) Limited" (CDSL), remote voting platform and the remote e-voting during the AGM held through VC/OAVM.

I hereby annex the Consolidated Voting results at "Annexure 1" pursuant to Rule 20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records shall be handed over to the Chairman/Authorised person of the Company for safe keeping.

Thanking You,

Yours Faithfully,

**For Agarwal S. & Associates,
Company Secretaries,
Peer review certificate no.: 626/2019**

SACHIN Digitally signed by
SACHIN AGARWAL
AGARWAL Date: 2022.08.30
15:41:18 +05'30'

**CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910
UDIN: F005774D000875775**

**Date: 30.08.2022
Place: New Delhi**

**Countersigned by:
For NTPC Limited
(A Govt. of India Enterprise)**

**Gurdeep Singh
Chairman & Managing Director**

Annexure 1**ORDINARY BUSINESS****Resolution No.1: Ordinary Resolution**

To consider and adopt Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, the reports of the Board of Directors and Auditors thereon.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	8856710611	98.07	174199034	1.93
E-Voting	27539	100	0	0
Total	8856738150	98.07	174199034	1.93

Resolution No.2: Ordinary Resolution

To confirm payment of interim dividend and declare final dividend for the financial year 2021-22.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	9067502303	99.97	2798809	0.03
E-Voting	27539	100	0	0
Total	9067529842	99.97	2798809	0.03

Resolution No.3: Ordinary Resolution

To appoint Shri Ramesh Babu V. (DIN:08736805) Director (Operations), who retires by rotation as a Director.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	7920093141	87.33	1149398698	12.67
E-Voting	27289	99.09	250	0.91
Total	7920120430	87.33	1149398948	12.67

Resolution No.4: Ordinary Resolution

To fix the remuneration of the Statutory Auditors for the financial year 2022-23.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	9049161742	99.77	21111176	0.23
E-Voting	27539	100	0	0
Total	9049189281	99.77	21111176	0.23

SPECIAL BUSINESS

Resolution No.5: Special Resolution

To appoint Shri Vivek Gupta (DIN:08794502), as an Independent Director of the Company.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	8472678812	93.81	558859991	6.19
E-Voting	27539	100	0	0
Total	8472706351	93.81	558859991	6.19

Resolution No.6: Special Resolution

To appoint Shri Jitendra Jayantilal Tanna (DIN: 09403346), as an Independent Director of the Company.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	8840940998	97.47	229330657	2.53
E-Voting	27539	100	0	0
Total	8840968537	97.47	229330657	2.53

Resolution No.7: Special Resolution

To appoint Shri Vidyadhar Vaishampayan (DIN:02667949), as an Independent Director of the Company.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	8843549967	97.50	226721319	2.50
E-Voting	27539	100	0	0
Total	8843577506	97.50	226721319	2.50

Resolution No.8: Special Resolution

To appoint Ms. Sangitha Varier (DIN:09402812), as a Woman Independent Director of the Company.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	7797271759	86.34	1233712551	13.66
E-Voting	27539	100	0	0
Total	7797299298	86.34	1233712551	13.66

Resolution No.9: Ordinary Resolution

To appoint Shri Piyush Surendrapal Singh (DIN: 07492389), as Government Nominee Director on the Board of the Company.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	7454665395	82.55	1576319741	17.45
E-Voting	27539	100	0	0
Total	7454692934	82.55	1576319741	17.45

Resolution No.10: Ordinary Resolution

To appoint Shri Jaikumar Srinivasan (DIN: 01220828), as Director (Finance) of the Company.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	8199005496	90.40	870486274	9.60
E-Voting	27539	100	0	0
Total	8199033035	90.40	870486274	9.60

Resolution No.11: Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year 2022-23.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	9070254315	100	18174	0
E-Voting	27539	100	0	0
Total	9070281854	100	18174	0

Resolution No.12: Special Resolution

To raise funds up to ₹12,000 Crore through issue of Bonds/Debentures on Private Placement basis.

Mode	Votes in Favour		Votes Against	
	No. of Votes	Voting %	No. of Votes	Voting %
Remote E-Voting	9070388354	100	26361	0
E-Voting	26957	97.89	582	2.11
Total	9070415311	100	26943	0

Based on the above e-voting facility, I confirm that all the resolutions have been carried on with requisite majority.

**For Agarwal S. & Associates,
Company Secretaries,**

**SACHIN
AGARWAL**

Digitally signed by
SACHIN AGARWAL
Date: 2022.08.30
15:34:17 +05'30'

**CS Sachin Agarwal
Partner
FCS: 5774
COP: 5910**

**Date: 30.08.2022
Place: New Delhi**