



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01: SEC: LA

Dated: 20.04.2022

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 & Disclosure Requirements) Regulations, 2015

Dear Sir,

In continuation of our disclosure dated 16th March 2022 and in compliance with the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results & scrutinisers reports in respect of meetings of Equity Shareholders and Unsecured Creditors.

On the basis of report submitted by the scrutiniser, it is hereby informed that the resolutions proposed for approval of the Scheme of Amalgamation of Nabinagar Power Generating Co. Ltd. and Kanti Bijlee Utpadan Nigam Limited with NTPC Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, at the meetings of Equity Shareholders and Unsecured Creditors were passed with requisite majority.

Thanking you.

Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)

Company Secretary &
Compliance Officer

Encl: As above

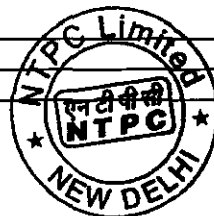
NTPC LIMITED

Voting result of the Meeting of Equity Shareholders Held on April 18, 2022 as per order of MCA

DATE OF MEETING	18-Apr-22 ✓
Total No. of shareholders as on Record Date	995789
No. of Shareholders present in the meeting either in person or through proxy:	NA

No of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	1
Public :	62

Detail of the Agenda:								
Item No. 1	To consider, and if thought fit, approve the Scheme of Amalgamation of Nabinagar Power Generating Co. Ltd. and Kanti Bijlee Utpadan Nigam Limited with NTPC Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013							
Resolution required: (Ordinary/ 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
Public - Institutional holders	E-Voting	4503356688	4027629804	89.4362	4027629804	0	100.0000	0.0000
	Poll							
	Postal Ballot (if Any)							
	TOTAL		4503356688	4027629804	89.4362	4027629804	0	100.0000
Public - Non Institutional holders	E-Voting	237963195	312228	0.1312	294400	17828 ✓	94.2901	5.7099
	Poll		46134	0.0194	41884 ✓	4250 ✓	90.7877 ✓	9.2123 ✓
	Postal Ballot (if Any)							
	TOTAL		237963195	358362	0.1506	336284	22078	93.8392
G-TOTAL		9696666134	8983334417	92.6435	8983312339 ✓	22078 ✓	99.9998 ✓	0.0002 ✓



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SCRUTINIZER'S REPORT

[Pursuant to the direction of Ministry of Corporate Affairs vide order dated 28th January, 2022 read with clarification dated 17th February 2022]

To
Shri Ashish Upadhyaya
The Chairperson
Meeting of the Equity Shareholders of
NTPC Limited
Through video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Ref: Ministry of Corporate Affairs ("MCA" / "Learned Authority") Order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III read with clarification dated 17th February 2022 ("MCA Order").

Sub: Scrutinizer's Report on remote e-voting and electronic voting conducted at the meeting convened through video conferencing ("VC") / other audio visual means ("OAVM") of Equity Shareholders of NTPC Limited ("Meeting") in terms of the provisions of Companies Act, 2013 and pursuant to the directions of MCA vide its Order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III read with clarification dated 17th February 2022 ("MCA Order").

Dear Sir,

MCA vide its order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III read with clarification dated 17th February 2022 has *inter alia* directed to convene separate meeting of Equity Shareholders of NTPC Limited ("**Transferee Company**" / "**NTPC**") for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Nabinagar Power Generating Company Limited, ("**Transferor Company No. 1**") and Kanti Bijlee Utpadan Nigam Limited ("**Transferor Company No. 2**" / "**KBUNL**") with the NTPC Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under the provisions of section 230 to 232 and any other applicable provisions of the Companies Act, 2013 ("**Act**"). The Transferor Company No. 1 and Transferor Company No. 2 are both wholly owned subsidiaries of the Transferee Company.

I, **CS Amit Kaushal**, proprietor of M/s **A. Kaushal & Associates**, Company Secretaries having office at A-62, Basement, Defence Colony, New Delhi-110024 have been appointed as Scrutinizer vide Resolution passed in the Board Meeting of NTPC Limited held on 5th March, 2022 for the purpose of scrutinizing the process of remote e-voting and e-voting at the Meeting on the proposed resolution contained in the Notice calling the Meeting, submit my report as under;



1. As per directions of MCA vide its Order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III, notice of meeting along with the accompanying documents for convening meeting of the Equity Shareholders of **NTPC Limited**, the Transferee company, scheduled to be held on Monday, 18th April, 2022 at 10:30 A.M. (IST) through VC / OAVM was duly sent to the Equity Shareholders whose email address are registered with the Transferee company and and/or Depository (ies).
2. The said Notice was also placed on the website of the Company viz. www.ntpc.co.in and also available on the website of Securities and Exchange Board of India (SEBI), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively and also on the website of CDSL at www.evotingindia.com.
3. The meeting of the Equity Shareholders of the Transferee Company was Scheduled/convened on Monday, 18th April, 2022 at 10:30 A.M. (IST) through VC / OAVM. The proceeding of the meeting was started at 10:40 A.M. after presence of requisite quorum.
4. As Scrutinizer, I have to scrutinize the process of:
 - (i) remote e-voting; and
 - (ii) e-voting at the Meeting.

Management's Responsibility

5. The management of the Transferee Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder, (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("LODR") and (iii) the MCA Order in this regard. The management of the Transferee Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the meeting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by CDSL, the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Transferee Company to provide the facility of remote e-voting and e-voting at the Meeting and attendance papers / documents furnished to me electronically by the Transferee Company and / or CDSL for my verification.

Cut-off date

7. The Equity Shareholders of the Transferee Company as on the "cut-off" date, as specified in the Notice, i.e., Monday 11th April, 2022 were entitled to vote on the resolution as set out in the Notice calling the meeting and their voting rights were in proportion to their share in the paid-up share capital of the Transferee Company as on the cut-off date.



8. Remote E-voting and electronic voting at the Meeting:

- 8.1 The remote e-voting commenced from Friday, 15th April 2022, 9:00 A.M. (IST) and ended on Sunday 17th April 2022, 5:00 P.M. (IST).
- 8.2 After the time as fixed for closing of the e-voting by the Chairman, the report on voting done at the meeting and the votes cast through remote e-voting facility prior to meeting, were unblocked on Monday, 18 April, 2022 and the same was witnessed by two witnesses, Mr. Alok Tripathi and Mr. Nishant Chauhan, who are not in the employment of the Transferee Company and/or CDSL. They have signed below in confirmation of the same.



Alok Tripathi



Nishant Chauhan

- 8.3 The e-votes were reconciled with the records maintained by the Transferee Company/CDSL and the authorizations lodged with the Transferee Company/ CDSL on test check basis.
- 8.4 Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of CDSL i.e. www.evotingindia.com. Based on the report generated by CDSL and relied upon by me, the data relating to remote e-voting was scrutinized on test check basis.
9. The resolution as set out in the Notice calling the Meeting of Equity Shareholders (Resolution) is reproduced below:-

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of NTPC Limited and subject to the approval by the requisite majority of the unsecured creditors of NTPC Limited, and subsequent approval of the Government of India, through the Ministry of Corporate Affairs ("Learned Authority") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by the Learned Authority or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the equity shareholders be and is hereby accorded to



the Scheme of amalgamation between Nabinagar Power Generating Company Limited ("Transferor Company No. 1"), Kanti Bijlee Utpadan Nigam Limited ("Transferor Company No. 2") and NTPC Limited ("Transferee Company"), and their respective members and creditors ("Scheme) as enclosed with the notice of the meeting of equity shareholders.

RESOLVED FURTHER THAT any Whole-time Director of the Transferee Company, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the MCA and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as the Whole-time Director may deem fit and proper without being required to seek any further approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. The consolidated results of remote e-voting and e-voting at the Meeting, on the Resolution, based on the reports generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:-

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. -1	Remote E-voting	8983270455	99.9998	17828	0.0002	NIL
	E-voting at the Venue	41884	90.7877	4250	9.2123	NIL
	Total	8983312339	99.9998	22078	0.0002	NIL

11. The votes (e-voting /remote e-voting) casted by the members of Company in favour of the resolution is more than the requisite majority, and therefore, the resolution is deemed to be passed. The Chairman may declare the result accordingly.
12. The Register and all other papers relating to poll will be handed over to the Company Secretary after consideration, approval and signing of the minutes by the Chairman of the meeting.



13. This report has been issued at the request of the Transferee Company for (i) submission to MCA, the Stock Exchanges, and other Regulatory Authorities, as required and (ii) placing on website of the Transferee Company and of CDSL. This report is not to be used for any other purpose or to be distributed by the Transferee Company to any other party (ies). Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party(ies) to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.
Yours faithfully



CS Amit Kaushal
A. Kaushal & ASSOCIATES
Company Secretaries
FCS No.: 6663
C. P. No.: 6230
UDIN: F006230D000157766



Place: New Delhi
Date: 19/04/2022

Countersigned by:



Ashish Upadhyaya
(Chairperson for the
Meeting)



SCRUTINIZER'S REPORT

[Pursuant to the direction of Ministry of Corporate Affairs vide order dated 28th January, 2022 read with clarification dated 17th February 2022]

To

Shri Ashish Upadhyaya

The Chairperson

Meeting of the Unsecured Creditors of

NTPC Limited

Through video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Ref: Ministry of Corporate Affairs ("MCA" / "Learned Authority") Order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III read with clarification dated 17th February 2022 ("MCA Order").

Sub: Scrutinizer's Report on remote e-voting and electronic voting conducted at the meeting convened through video conferencing ("VC") / other audio visual means ("OAVM") of Unsecured Creditors of NTPC Limited("Meeting") in terms of the provisions of Companies Act, 2013 and pursuant to the directions of MCA vide its Order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III read with clarification dated 17th February 2022 ("MCA Order").

Dear Sir,

MCA vide its order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III read with clarification dated 17th February 2022 has directed *inter alia* to convene separate meeting of Unsecured Creditors of NTPC Limited ("**Transferee Company**" / "**NTPC**") whose debt is of value more than Rs.1 Crore as on 30th September 2020 for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of amalgamation of Nabinagar Power Generating Company Limited, (**Transferor Company No. 1**/"NPGC") and Kanti Bijlee Utpadan Nigam Limited ("**Transferor Company No. 2**" / "**KBUNL**") with the NTPC Limited and their respective shareholders and creditors ("**Scheme**") under the provisions of section 230 to 232 and any other applicable provisions of the Companies Act, 2013 ("**Act**"). The Transferor Company No. 1 and Transferor Company No. 2 are both wholly owned subsidiaries of the Transferee Company.

I, **CS Amit Kaushal**, proprietor of M/s **A. Kaushal & Associates**, Company Secretaries having office at A-62, Basement, Defence Colony, New Delhi-110024 have been appointed as Scrutinizer vide Resolution passed in the Board Meeting of NTPC Limited held on 5th March, 2022 for the proposed resolution contained in the Notice calling the Meeting, submit my report as under;



1. As per directions of MCA vide its Order dated 28th January, 2022 in Company Scheme Application No. 24/1/2021-CL-III, notice of meeting along with the accompanying documents for convening meeting of the Unsecured Creditors of NTPC Limited, the transferee company, scheduled to be held on Monday, 18th April, 2022 at 12:00 noon through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM") was duly sent to the unsecured creditors whose email address are registered with the Transferee company.
2. The said Notice was also placed on the website of the Company viz. www.ntpc.co.in and also available on the website of Securities and Exchange Board of India (SEBI), BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.sebi.gov.in, www.bseindia.com, and www.nseindia.com, respectively and also on the website of CDSL at www.evotingindia.com.
3. The meeting of the unsecured creditor of the Transferee Company was held and duly convened on Monday, 18th April, 2022 at 12:00 noon (IST) through VC / OAVM.
4. As Scrutinizer, I have to scrutinize the process of:
 - (i) remote e-voting; and
 - (ii) e-voting at the Meeting.
5. **Management's Responsibility**

The management of the Transferee Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the MCA Order in this regard. The management of the Transferee Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the meeting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by CDSL, the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Transferee Company to provide the facility of remote e-voting and e-voting at the Meeting and attendance papers / documents furnished to me electronically by the Transferee Company and / or CDSL for my verification.

Cut-off date


7. The Unsecured Creditors of the Transferee Company as on the "cut-off" date, as specified in the Notice, i.e., 30th September 2020 whose debt is of value more than Rs.1 Crore were entitled to vote on the resolution as set out in the Notice calling the meeting and their voting rights were in proportion to the principal amount due to Unsecured Creditors as on the cut-off date.



8. Remote E-voting and electronic voting at the Meeting:

- 8.1 The remote e-voting commenced from Friday, 15th April 2022, 9:00 A.M. (IST) and ended on Sunday 17th April 2022, 5:00 P.M. (IST).
- 8.2 After the time as fixed for closing of the e-voting, the report on voting done at the meeting and the votes cast through remote e-voting facility prior to meeting, were unblocked on Monday, 18 April, 2022 and the same was witnessed by two witnesses, Mr. Alok Tripathi and Mr. Nishant Chauhan, who are not in the employment of the Transferee Company and/or CDSL. They have signed below in confirmation of the same.


Alok Tripathi


Nishant Chauhan

- 8.3 The e-votes were reconciled with the records maintained by the Transferee Company/CDSL and the authorizations lodged with the Transferee Company/ CDSL on test check basis.
- 8.4 Thereafter, the details containing, *inter alia*, the list of Unsecured creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of CDSL i.e. www.evotingindia.com. Based on the report generated by CDSL and relied upon by me, the data relating to remote e-voting was scrutinized on test check basis.
9. The resolution as set out in the Notice calling the Meeting of Unsecured creditors (Resolution) is reproduced below:-

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of NTPC Limited and subject to the approval by the requisite majority of the equity shareholders of NTPC Limited, and subsequent approval of the Government of India, through the Ministry of Corporate Affairs ("Learned Authority") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by the Learned Authority or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the unsecured creditors be and is hereby accorded to



the Scheme of amalgamation between Nabinagar Power Generating Company Limited ("Transferor Company No. 1"), Kanti Bijlee Utpadan Nigam Limited ("Transferor Company No. 2") and NTPC Limited ("Transferee Company"), and their respective members and creditors ("Scheme") as enclosed with the notice of the meeting of unsecured Creditors.

RESOLVED FURTHER THAT any Whole-time Director of the Transferee Company, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the MCA and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as the Whole-time Director may deem fit and proper without being required to seek any further approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. The consolidated results of remote e-voting and e-voting at the Meeting, on the Resolution, based on the reports generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:-

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

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.*	%age	Nos.*	%age	
Item No. -1	Remote E-voting	636753685908	100	0	0	NIL
	E-voting at the Venue	16000000000	100	0	0	NIL
	Total	652753685908	100	0	0	NIL

*Number of votes are in proportion to amount due to Unsecured Creditors as on the cut-off date.

11. All the votes (e-voting /remote e-voting) casted by the Unsecured Creditors are in favor of the resolution, and therefore, the resolution is deemed to be passed. The Chairman may declare the result accordingly.
12. The Register and all other papers relating to poll will be handed over to the Company Secretary after consideration, approval and signing of the minutes by the Chairman of the meeting.



13. This report has been issued at the request of the Transferee Company for (i) submission to MCA, the Stock Exchanges, and other Regulatory Authorities, as required and (ii) placing on website of the Transferee Company and of CDSL. This report is not to be used for any other purpose or to be distributed by the Transferee Company to any other party(ies). Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party(ies) to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.
Yours faithfully



CS Amit Kaushal
A. Kaushal & ASSOCIATES
Company Secretaries
FCS No.: 6663
C. P. No.: 6230
UDIN: F006230D000158019

Place: New Delhi
Date: 19/04/2022

Countersigned by:



Ashish Upadhyaya
(Chairperson for the
Meeting)