



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01:SEC:LA-2

Dated: 10.07.2019

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 Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400 001
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**Sub: - Compliance Report on Corporate Governance for the Quarter ended
June 30, 2019**

Sir,

We are sending Compliance Report on Corporate Governance for the quarter ended on June 30, 2019 in the prescribed format as required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 24.09.2015.

The above report shall be placed before the Board of Directors in its forthcoming meeting.

Thanking you,

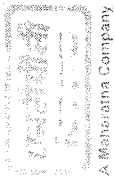
Yours faithfully,
For NTPC Limited

Nandini Sarkar

(Nandini Sarkar)
Company Secretary &
Compliance Officer

Encl.: As above

नन्दिनी सरकार
NANDINI SARKAR
कंपनी सचिव
Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
NTPC Bhawan, Scope Complex,
7, Institutional Area, Lodhi Road, New Delhi

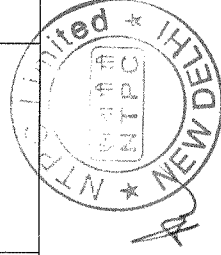


Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
 2. Quarter ended on : JUNE 30, 2019

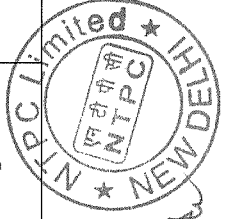
I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN'S & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Gurdeep Singh	DIN: 00307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil
Mr.	Saptarshi Roy	DIN:03584600	Executive Director	Appointment: 01.11.2016	-	1	Nil	Nil
Mr.	Anand Kumar Gupta	DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	2	Nil	Nil
Dr. (Ms.)	Gauri Trivedi	DIN: 06502788	Independent Director	Appointment: 16.11.2018	Upto 15.11.2019	5	2	1
Mr.	Seethapathy Chander	DIN: 02336635	Independent Director	Cessation: 12.06.2019	-	NA	NA	NA
Mr.	Mahendra Pratap Singh	DIN: 07937931	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	2	1





Annexure I

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Mr.	Pradeep Kumar Deb	DIN: 03424714	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil	
Mr.	Shashi Shekhar	DIN: 01747358	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil	
Mr.	Subhash Joshi	DIN: 07946219	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil	
Mr.	Vinod Kumar	DIN: 00955992	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	Nil	Nil	
Mr.	Susanta Kumar Roy	DIN: 07940997	Executive Director	Appointment: 19.01.2018	-	1	1	Nil	
Mr.	Prasant Kumar Mohapatra	DIN: 07800722	Executive Director	Appointment: 31.01.2018	-	1	Nil	Nil	
Mr.	Prakash Tiwari	DIN: 08003157	Executive Director	Appointment: 31.01.2018	-	1	1	Nil	
Mr.	Vivek Kumar Dewangan	DIN: 01377212	Nominee Director (Government)	Appointment: 28.04.2018	-	1	-	-	
Mr.	Bhim Singh	DIN: 08189580	Independent Director	Appointment: 30.07.2018	Upto 16.07.2021	1	-	-	



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Mr.	K.P. Kylasanatha Pillay	DIN: 08189583	Independent Director	Appointment: 30.07.2018	Upto 16.07.2021	1	-	-
Ms.	Archana Agrawal	DIN: 02105906	Nominee Director (Government)	Cessation: 22.04.2019	-	NA	NA	NA
Mr.	K. Streckant	DIN: 06615674	Executive Director	Appointment 12.02.2019	-	2	2	-

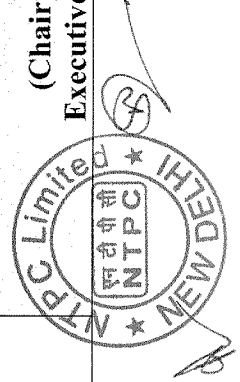
PAN number of any Director would not be displayed on the website of Stock Exchange

& Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

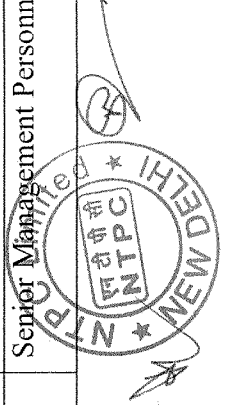
*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

I. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee) ^s

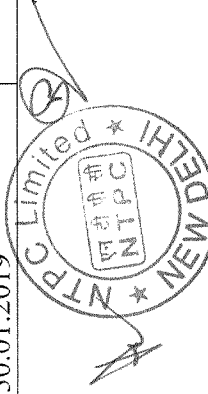


I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Audit Committee	1.	Dr. Gauri Trivedi				Independent Director - Chairperson		
	2.	Shri M.P. Singh				Independent Director - Member		
	3.	Shri Pradeep Kumar Deb				Independent Director - Member		
Nomination & Remuneration Committee including PRP	1.	Dr. Gauri Trivedi				Independent Director - Chairperson		
	2.	Shri Vinod Kumar				Independent Director - Member		
	3.	Shri Pradeep Kumar Deb				Independent Director - Member		
Risk Management Committee	1.	Shri S.K. Roy				Executive Director - Chairman		
	2.	Shri P.K. Mohapatra				Executive Director - Member		
	3.	Shri Prakash Tiwari				Executive Director - Member		
	4.	Sh. Achal Kumar Arora				Senior Management Personnel – Member		

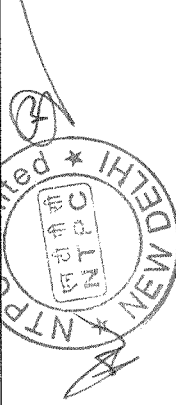




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						Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
						No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
III. Meeting of Committees						
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*			
Audit Committee						
03.05.2019	Yes	30.01.2019	93 days			
25.05.2019	Yes					
11.06.2019	Yes					
Nomination & Remuneration Committee						
-	-	-	-			
Risk Management Committee						
29.05.2019	Yes	12.02.2019	106 days			
Stakeholders' Relationship Committee						
25.05.2019	Yes	30.01.2019	115 days			



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*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional								
IV. Related Party Transactions								
Subject				Compliance Status (Yes/No/NA) refer note below				
Whether prior approval of audit committee obtained				Yes				
Whether shareholder approval obtained for material RPT				NA				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes				
<p><i>Note</i></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of listing regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>								
V. Affirmations								
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>								






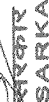
A Maharatna Company

Annexure I

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- a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders' Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
 4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Yes**
 5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Report for the quarter and year ended March 31, 2019 was placed before the Board on 03.05.2019 and the same was noted.


(Nandini Sarkar)
Company Secretary & Compliance Officer


NANDINI SARKAR
 Company Secretary
NTPC Limited
 NTPC Bhawan, Page 8 of 8
 7, Institutional Area, Lodhi Road, New Delhi