



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-2

Dated: 14.10.2019

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 and Half-year ended September 30, 2019

Sir,

Please find attached herewith Compliance Report on Corporate Governance for the quarter and half year ended on September 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

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

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of the Listed Entity : NTPC Limited
2. Quarter ending : September 30, 2019

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorships in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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	00307037	Chairperson/ Executive Director	04.02.2016	20.09.2016		-	07.07.1965	1	0	0	0
Mr.	Saptarshi Roy	03584600	Executive Director	01.11.2016	20.09.2017		-	23.03.1960	1	0	0	0
Mr.	Anand Kumar Gupta	07269906	Executive Director	03.02.2017	20.09.2017		-	15.07.1960	2	0	1	0
Dr. (Ms.)	Gauri Trivedi	06502788	Independent Director	16.11.2018	21.08.2019		Upto 15.11.19	08.05.1960	5	5	2	1
Mr.	Mahendra Pratap Singh	07937931	Independent Director	24.10.2017	20.09.2018		Upto 07.09.20	08.07.1955	1	1	2	1
Mr.	Pradeep Kumar Deb	03424714	Independent Director	24.10.2017	20.09.2018		Upto 07.09.20	10.09.1953	1	1	1	0
Mr.	Shashi Shekhar	01747358	Independent Director	24.10.2017	20.09.2018		Upto 07.09.20	28.12.1956	1	1	1	0
Mr.	Subhash Joshi	07946219	Independent Director	24.10.2017	20.09.2018		Upto 07.09.20	15.02.1954	1	1	1	0
Mr.	Vinod Kumar	00955992	Independent Director	24.10.2017	20.09.2018		Upto 07.09.20	04.04.1956	1	1	0	0
Mr.	Susanta Kumar Roy	07940997	Executive Director	19.01.2018	20.09.2018		-	01.12.1959	1	0	1	0
Mr.	Prasant Kumar Mohapatra	07800722	Executive Director	31.01.2018	20.09.2018	31.07.2019	-	02.07.1959	NA	NA	NA	NA
Mr.	Prakash Tiwari	08003157	Executive Director	31.01.2018	20.09.2018		-	01.05.1960	1	0	1	0
Mr.	Vivek Kumar Dewangan	01377212	Nominee Director (Governor)	28.04.2018	20.09.2018		-	14.04.1967	1	0	0	0
Dr.	Bhim Singh	08189580	Independent Director	30.07.2018	20.09.2018		Upto 16.07.20	01.01.1956	1	1	0	0
Dr.	K.P. K. Iyasanatha Pillay	08189583	Independent Director	30.07.2018	20.09.2018		Upto 16.07.20	11.04.1956	1	1	0	0
Mr.	K. Sreekant	06615674	Executive Director	12.02.2019		12.08.2019	-	21.12.1963	NA	NA	NA	NA

Yes whether Regular Chairperson appointed

Chairman is
Chairman &
Managing
Director of the
Company

Whether Chairperson is related to managing director or CEO

§ 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.



II. Composition of Committee

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)§	Date of Appointment	Date of Cessation
1. Audit Committee	Yes				
		1. Dr. Gauri Trivedi	Independent Director - Chairperson	19-12-2018	-
		2. Shri M.P. Singh	Independent Director - Member	13-11-2017	-
		3. Shri Pradeep Kumar Deb	Independent Director - Member	13-11-2017	-
		4. Position Vacant	Non-Executive Director - Nominee Director - Member	-	-
2. Nomination & Remuneration Committee including PRP	Yes				
		1. Dr. Gauri Trivedi	Independent Director - Chairperson	19-12-2018	-
		2. Shri Vinod Kumar	Independent Director - Member	13-11-2017	-
		3. Shri Pradeep Kumar Deb	Independent Director - Member	13-11-2017	-
3. Risk Management Committee (if applicable)	Yes				
		1. Shri S.K. Roy	Executive Director - Chairman	19-01-2018	-
		2. Shri Prakash Tiwari	Executive Director - Member	31-01-2018	-
		3. Shri Acha! Kumar Arora	Senior Management Personnel - Mem	31-05-2019	-
4. Stakeholders' Relationship Committee	Yes				
		1. Shri M.P. Singh	Independent Director - Chairperson	13-11-2017	-
		2. Shri Subhash Joshi	Independent Director - Member	13-11-2017	-
		3. Position Vacant. CMD holds the additional charge of Director (Finance)	Executive Director (Finance)- Member	-	-
		4. Shri Shashi Shekhar	Independent Director - Member	01-07-2018	-

§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.



III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
03.05.2019	01.07.2019	Yes	16	7	37 days
25.05.2019	22.07.2019	Yes	14	7	
	10.08.2019	Yes	13	7	
	21.08.2019	Yes	14	8	
	21.09.2019	Yes	14	8	

*to be filled for the current quarter only



IV. Meetings of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
01.07.2019	Yes	3	3	03.05.2019	42 days
10.08.2019	Yes	3	3	25.05.2019	
21.09.2019	Yes	3	3	11.06.2019	
Nomination & Remuneration Committee					
01.07.2019	Yes	3	3	-	40 Days
10.08.2019	Yes	3	2		
Risk Management Committee					
17.09.2019	Yes	2	-	29.05.2019	111 days
Stakeholders' Relationship Committee					
	Yes	-	-	25.05.2019	-

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
 **to be filled in only for the current quarter meetings



V. 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 the Audit Committee	Yes

Note

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.

2. If status is "No" details of non-compliance may be given here.



VI. Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
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 June 30, 2019 was placed before the Board on 22.07.2019 and the same was noted.

Name & Designation



Company Secretary & Compliance Officer

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

NTPC LIMITED

Corporate Governance Report for the half-year ended on September 30, 2019

Affirmations		
Broad heading	Regulation Number	Compliance status(Yes/No/NA)^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><i>Nandini Sarkar</i></p> <p>(Nandini Sarkar) Company Secretary & Compliance Officer</p>		

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