



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

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

Dated: 09.01.2020

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 December 31, 2019

Sir,

Please find attached herewith Compliance Report on Corporate Governance for the quarter ended December 31, 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

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 : December 31, 2019

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ^S & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 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 AJWPS1003J	Chairperson/ Executive Director	04.02.2016	20.09.2016	-	07.07.1965	NA	-	-	1	0	0	0
Mr.	Saptarshi Roy	03584600 AAYPR6277N	Executive Director	01.11.2016	20.09.2017	-	23.03.1960	NA	-	-	1	0	0	0
Mr.	Anand Kumar Gupta	07269906 AAAPG0800E	Executive Director	03.02.2017	20.09.2017	-	15.07.1960	NA	-	-	2	0	1	0
Dr. (Ms.)	Gauri Trivedi	06502788 AAFPT9010J	Independent Director	16.11.2018	21.08.2019	15.11.2019	Upto 15.11.2019	18.05.1960	NA	-	NA	NA	NA	NA
Mr.	Mahendra Pratap Singh	07937931 AIJPS1023L	Independent Director	24.10.2017	20.09.2018	-	Upto 07.09.2020	08.07.1955	NA	-	1	1	2	1
Mr.	Pradeep Kumar Deb	03424714 AEJPD2340H	Independent Director	24.10.2017	20.09.2018	-	Upto 07.09.2020	10.09.1953	NA	-	1	1	1	0
Mr.	Shashi Shekhar	01747358 AOKPS1537C	Independent Director	24.10.2017	20.09.2018	-	Upto 07.09.2020	28.12.1956	NA	-	1	1	1	0
Mr.	Subhash Joshi	07946219 ACRPJ6560F	Independent Director	24.10.2017	20.09.2018	-	Upto 07.09.2020	15.02.1954	NA	-	1	1	1	0
Mr.	Vinod Kumar	00955992 ABRPK4466E	Independent Director	24.10.2017	20.09.2018	-	Upto 07.09.2020	04.04.1956	NA	-	1	1	0	0
Mr.	Susanta Kumar Roy	07940997 AEQPR6954Q	Executive Director	19.01.2018	20.09.2018	30.11.2019	-	01.12.1959	NA	NA	NA	NA	NA	NA
Mr.	Prakash Tiwari	08003157 ACRPT2970P	Executive Director	31.01.2018	20.09.2018	-	-	01.05.1960	NA	-	1	0	1	0
Mr.	Vivek Kumar Dewangan	01377212 AFXPD5243G	Nominee Director (Governor)	28.04.2018	20.09.2018	-	-	14.04.1967	NA	-	1	0	0	0
Dr.	Dhim Singh	08189580 AAJPS6015N	Independent Director	30.07.2018	20.09.2018	-	Upto 16.07.2021	01.01.1956	NA	-	1	1	0	0
Dr.	K. P. Kylanatha Pillay	08189583 AEZPP5183L	Independent Director	30.07.2018	20.09.2018	-	Upto 16.07.2021	11.04.1956	NA	-	1	1	0	0
Mr.	Anil Kumar Gautam	08293632 AEHPG8290D	Executive Director	18.10.2019	-	-	-	25.05.1962	NA	-	1	0	2	1

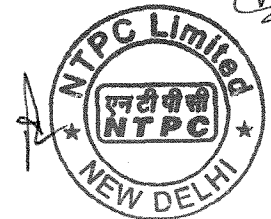
Yes whether Regular Chairperson appointed

Chairman is
 Chairman &
 Managing
 Director of the
 Company

Whether Chairperson is related to managing director or CEO

S 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	15-11-2019
		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 - Government Nominee Director - Member	-	-
2. Nomination & Remuneration Committee including PRP	Yes				
		1. Dr. Gauri Trivedi	Independent Director - Chairperson	19-12-2018	15-11-2019
		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	30-11-2019
		2. Shri Prakash Tiwari	Executive Director - Member	31-01-2018	-
		3. Shri Achal Kumar Arora	Senior Management Personnel - Mem	31-05-2019	-
		4. Director (Projects)- Position vacant. Shri A.K. Gupta, Director (Commercial) is holding the additional charge of the post of Director (Projects)	Executive Director - Chairman	01-12-2019	-
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. Shri Anil Kumar Gautam	Executive Director (Finance)- Member	18-10-2019	-
		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)
01.07.2019	18.10.2019	Yes	13	6	31 days
22.07.2019	09.11.2019	Yes	14	7	
10.08.2019		Yes			
21.08.2019		Yes			
21.09.2019		Yes			

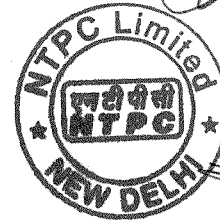
*to be filled for the current quarter only



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					
09.11.2019	Yes	3	3	01.07.2019	49 days
				10.08.2019	
				21.09.2019	
Nomination & Remuneration Committee					
18.10.2019	Yes	3	2	01.07.2019	69 days
08.11.2019	Yes	3	3	10.08.2019	
Risk Management Committee					
25.11.2019	Yes	2	-	17.09.2019	69 days
Stakeholders' Relationship Committee					
09.11.2019	Yes	4	3	-	168 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



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***
As on 31st December, 2019, NTPC has five functional directors including Chairman & Managing Director, one Government Nominee Director and seven Independent Directors on the Board.
As per Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no woman independent director on the Board of NTPC w.e.f. 16.11.2019.
NTPC being Government Company under Section 2 (45) of the Companies Act, 2013, as per the Articles of Association of the Company, the power to appoint or remove the Directors vests with the President of India. We have, accordingly, written to our Administrative Ministry i.e. Ministry of Power requesting them to appoint a woman independent director on the Board of NTPC so as to comply with Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 half-year ended September 30, 2019 was placed before the Board on 18.10.2019 and the same was noted.

Name & Designation

Nandini Sarkar

Company Secretary & Compliance Officer

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