



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

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

Dated: 10.04.2017

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 ending March 31, 2017**
- **Compliance Report on Corporate Governance for the Financial Year ending March 31, 2017**

Sir,

We are sending the following reports 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:

- (i) Compliance Report on Corporate Governance for the Quarter ending March 31, 2017
- (ii) Compliance Report on Corporate Governance for the Financial Year ending March 31, 2017.

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

Thanking you,

Yours faithfully,
For NTPC Limited

(K.P. GUPTA)
Company Secretary &
Compliance Officer

Encl.: As above

के. पी. गुप्ता / K. P. GUPTA
कार्यकारी निदेशक एवं कम्पनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
कोर-7, चतुर्थ तल / Core-7, 4th Floor
7 SCOPE Complex

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप काम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110003
कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, टेलीफोन नं.: 011-24387333, फेक्स 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

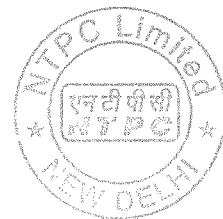
Corporate Governance Report for the Financial Year 2016-17

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/N.A.)	
Details of business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various Committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive Directors	Yes	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization Programmes imparted to Independent Directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
E-mail address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/N.A.)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	No. <i>Please see Note 1.</i>
Board composition	17(1)	
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes



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Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	No. Please see Note 2.
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of Directors and senior management	26(2) & 26(5)	Yes



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Note(s):

1. *As on 31.03.2017, NTPC's Board comprised of seven whole-time Directors including CMD, two Government nominee Directors and three Independent Directors (including one woman director). There must be nine numbers of Independent Directors on the Board as against only three Independent Directors presently on the Board.*

NTPC, being a Government Company, under the administrative control of the Ministry of Power, Government of India; the Directors are nominated/appointed by the Government of India. We have been requesting the Ministry of Power from time to time to appoint adequate number of Independent Directors on the Board of the Company.

2. *NTPC is a Government Company, therefore, tenure, performance evaluation and extension of term of Independent Directors is being decided by the Government of India and therefore, it is not within the control of the Company.*

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied, wherever required.



(K.P. Gupta)
Company Secretary

के. पी. गुप्ता / K. P. GUPTA
कार्यकारी निदेशक एवं कम्पनी सचिव
Executive Director & Company Secretary
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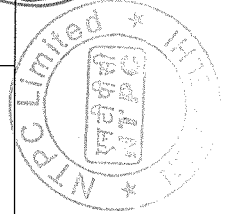


Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
2. Quarter ending on : MARCH 31, 2017

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	PAN: AJWPS1003J DIN: 0307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil
Mr.	Anil Kumar Jha	PAN: AADPJ6971E DIN: 03590871	Executive Director	Appointment: 01.07.2012	-	1	1	Nil



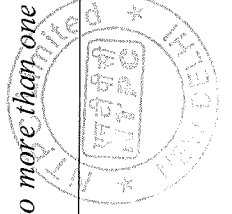


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Mr.	Subhash Chandra Pandey	PAN: ACOPP9506C DIN: 03142319	Executive Director	Appointment: 01.10.2013	-	1	2	2
Mr.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013	-	2	4	1
Mr.	Kaushal Kishore Sharma	PAN: AVCPS7877G DIN: 03014947	Executive Director	Appointment: 01.11.2014	-	1	2	Nil
Mr.	Saptarshi Roy	PAN: AAYPR6277N DIN: 03584600	Executive Director	Appointment: 01.11.2016	-	1	1	Nil
Dr.	Pradeep Kumar	PAN: AFIPK0993F DIN: 05125269	Nominee Director (Government)	Appointment: 10.09.2013	-	2	2	Nil
Mr.	Rajesh Jain	PAN: AABPJ6321J DIN: 00103150	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	1	2	Nil
Dr. (Ms.)	Gauri Trivedi	PAN: AAFPT9010J DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	2	2	1
Mr.	Aniruddha Kumar	PAN: AAGPK9123Q DIN: 07325440	Nominee Director (Government)	Appointment: 25.02.2016	-	1	Nil	Nil
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1	4	3
Mr.	Anand Kumar Gupta	PAN: AAAPG0800E DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	1	1	Nil

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 separately 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 Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)s
1. Audit Committee	1. Shri Seethapathy Chander	Independent Director- Chairman
	2. Dr. Gauri Trivedi	Independent Director - Member
	3. Shri Rajesh Jain	Independent Director - Member
	4. Dr. Pradeep Kumar	Nominee Director (Government) - Member
2. Nomination & Remuneration Committee	1. Shri Seethapathy Chander	Independent Director- Member
	2. Shri Gurdeep Singh	Chairperson/ Executive - Member
	3. Dr. Gauri Trivedi	Independent Director - Member
	4. Shri Rajesh Jain	Independent Director - Member
3. Risk Management Committee	1. Shri A.K. Jha	Executive Director - Chairman
	2. Shri S.C. Pandey	Executive Director - Member
	3. Shri K.K. Sharma	Executive Director - Member
	4. Sh. P. Pukayastha	Senior Management Personnel - Member
	5. Shri Sharad Anand	Senior Management Personnel - Member



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4. Stakeholders' Relationship Committee	1. Dr. Gauri Trivedi	Independent Director - Chairman
	2. Shri Rajesh Jain	Independent Director- Member
	3. Shri K. Biswal	Executive Director - Member
	4. Shri S. Roy	Executive Director - Member

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

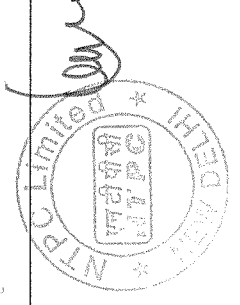
Date(s) of meeting (If any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
04.10.2016	05.01.2017	41 days
28.10.2016	03.02.2017	
30.11.2016	08.02.2017	
	22.03.2017	
	31.03.2017	

IV. 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*
08.02.2017	Yes	28.10.2016	102 days

Nomination & Remuneration Committee

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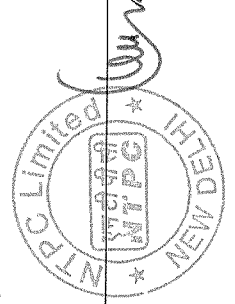




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Risk Management Committee	
14.02.2017	Yes
08.02.2017	Yes
Stakeholders' Relationship Committee	
28.10.2016	-
*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional	
V. Related 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 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>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – No.* As per the optimum composition of the Board, there must be nine Independent Directors as on date as against three Independent Directors on the Board of NTPC. NTPC, being a Government Company, the power to appoint the Director vests with the President of India. NTPC is, from time to time, requesting Ministry of Power to appoint the requisite number of Independent Directors on the Board, so that the Company remains compliant with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & Remuneration Committee - Yes</p> <p>c. Stakeholders' Relationship Committee - Yes</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) - Yes</p>	



Annexure I

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 year and quarter ended December 31, 2016 was placed before the Board on 08.02.2017 and the same was noted.



(K.P. GUPTA)
Company Secretary

के. पी. गुप्ता /K. P. GUPTA
कार्यकारी निदेशक एवं कंपनी सचिव
Executive Director & Company Secretary
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