



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

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

Dated: 12.04.2016

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, 2016**
- **Compliance Report on Corporate Governance for the Financial Year ending March 31, 2016**

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, 2016
- (ii) Compliance Report on Corporate Governance for the Financial Year ending March 31, 2016.

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

Thanking you,

Yours faithfully,
For NTPC Limited

(A.K. Rastogi)

**Company Secretary &
Compliance Officer**

ए. के. रस्तोगी/A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
SCOPE Complex, Lodhi Road, New Delhi-110003

Encl.: As above

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, 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, 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



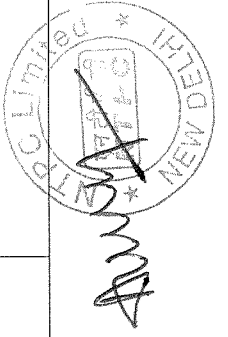
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Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
 2. Quarter ending on : MARCH 31, 2016

I. Composition of Board of Directors								
Title (Mr./M s.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/No minee)	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	Nil	Nil
Mr.	Umesh Prasad Pani	PAN: AJFPP7052H DIN: 03199828	Executive Director	Appointment: 01.03.2013	-	1	1	Nil





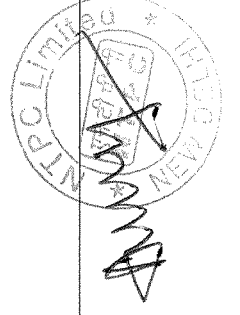
Annexure I

Mr.	Subhash Chandra Pandey	PAN: ACOPP9506C DIN: 03142319	Executive Director	Appointment: 01.10.2013	-	1	1	Nil
Mr.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013	-	2	2	Nil
Mr.	Kaushal Kishore Sharma	PAN: AVCP57877G DIN: 03014947	Executive Director	Appointment: 01.11.2014	-	1	2	Nil
Mr.	Pradeep Kumar	PAN: AFIPK0993F DIN: 05125269	Nominee Director (Government)	Appointment: 10.09.2013	-	2	2	Nil
Mr.	Prashant Mehta	PAN: AIJPM8339H DIN: 02284299	Independent Director	Appointment: 30.07.2013	Upto 29.07.2016	1	2	2
Mr.	Rajesh Jain	PAN: AABPJ6321J DIN: 00103150	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	1	1	Nil
Dr. (Ms.)	Gauri Trivedi	PAN: AAFPT9010J DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	2	2	Nil
Mr.	Aniruddh Kumar	PAN: AAGPK9123Q DIN: 07325440	Nominee Director (Government)	Appointment: 25.02.2016	-	1	Nil	Nil

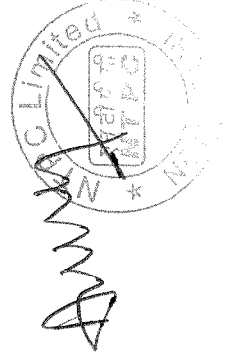
PAN number of any Director would not be displayed on the website of Stock Exchange

& Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories 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 Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)^s
1. Audit Committee	1. Shri Prashant Mehta	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 Prashant Mehta	Independent Director- Chairman
	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. Shri A.K. Ahuja	Senior Management Personnel - Member
	5. Shri Sharad Anand	Senior Management Personnel - Member



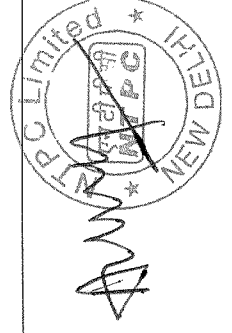
Handwritten signature and circular stamp of NTPC Limited.



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Annexure I

4. Stakeholders' Relationship Committee		1. Shri Prashant Mehta	Independent Director- Chairman
		2. Dr. Gauri Trivedi	Independent Director - Member
		3. Shri U.P. Pani	Executive Director - Member
		4. Shri K. Biswal	Executive Director - Member
<i>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.</i>			
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)	
29.10.2015	29.01.2016	38 days	
30.11.2015	08.03.2016		
30.12.2015	30.03.2016		
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*
Audit Committee			
29.01.2016	Yes	29.10.2015	91 days
08.03.2016	Yes		
Nomination & Remuneration Committee			
-	-	-	-
Risk Management Committee			
-	-	08.12.2015	-
Stakeholders' Relationship Committee			
29.01.2016	Yes	29.10.2015	91 days
<i>* This information has to be mandatorily be given for audit committee. for rest of the committees giving this information is optional</i>			





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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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by yes/No/NA. 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 eight Independent Directors as on date as against three Independent Directors on the Board of NTPC. Further as on date, one position of whole-time director is vacant. 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> <ol style="list-style-type: none"> Audit Committee - Yes Nomination & Remuneration Committee - Yes Stakeholders' Relationship Committee - Yes Risk Management Committee (applicable to the top 100 listed entities) - Yes <p>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</p> <p>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</p> <p>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 ending December 31, 2015 was placed in the Board Meeting held on 29.01.2016.</p>	

(Handwritten signature)

(A.K. RASTOGI)

Company Secretary

ए. कौ. रास्तोगी
 कार्यकारी निदेशक व कंपनी सचिव
 Executive Director & Company Secretary
 एनटीपीसी लिमिटेड/NTPC Limited
 स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
 SCOPE Complex, Lodhi Road, New Delhi-110003

NTPC LIMITED

Corporate Governance Report for the Financial Year 2015-16

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

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 31.03.2016, NTPC's Board comprised of six whole-time Directors including CMD, two Government nominee Directors and three Independent Directors (including one woman director). There must be eight 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.

A.K. RASTOGI

Company Secretary

ए. के. रस्तोगी/A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
Executive Director & Company Secretary
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