

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, 2020

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	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 Directorships in listed entities including this listed entity [in reference to provision 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	NA	-	1	0	0	0
Mr.	Anand Kumar Gupta	07269906	Executive Director	03.02.2017	20.09.2017	31.07.2020	-	15.07.1960	NA	-	-	-	-	-
Mr.	Mahendra Pratap Singh	07937931	Independent Director	24.10.2017	20.09.2018	07.09.2020	Upto 07.09.2020	08.07.1955	NA	-	-	-	-	-
Mr.	Pradeep Kumar Deb	03424714	Independent Director	24.10.2017	20.09.2018	07.09.2020	Upto 07.09.2020	10.09.1953	NA	-	-	-	-	-
Mr.	Shashi Shekhar	01747358	Independent Director	24.10.2017	20.09.2018	07.09.2020	Upto 07.09.2020	28.12.1956	NA	-	-	-	-	-
Mr.	Subhash Joshi	07946219	Independent Director	24.10.2017	20.09.2018	07.09.2020	Upto 07.09.2020	15.02.1954	NA	-	-	-	-	-
Mr.	Vinod Kumar	00955992	Independent Director	24.10.2017	20.09.2018	07.09.2020	Upto 07.09.2020	04.04.1956	NA	-	-	-	-	-
Mr.	Vivek Kumar Dewangan	01377212	Nominee Director (Governor)	28.04.2018	20.09.2018		-	14.04.1967	NA	-	1	0	0	0
Dr.	Bhim Singh	08189580	Independent Director	30.07.2018	20.09.2018		Upto 16.07.2021	01.01.1956	NA	-	1	1	2	1
Dr.	K.P. Kylasanatha Pillay	08189583	Independent Director	30.07.2018	20.09.2018		Upto 16.07.2021	11.04.1956	NA	-	1	1	2	1
Mr.	Anil Kumar Gautam	08293632	Executive Director	18.10.2019	24.09.2020		-	25.05.1962	NA	-	1	0	3	1
Mr.	Ashish Upadhyaya	06855349	Nominee Director (Governor)	22.1.2020	24.09.2020		-	24.9.1964	NA	-	1	0	1	0
Mr.	Dillip Kumar Patel	08695490	Executive Director	1.4.2020	24.09.2020		-	30.4.1964	NA	-	1	0	0	0
Mr.	Ramesh Babu V.	08736805	Executive Director	1.5.2020	24.09.2020		-	7.1.1964	NA	-	1	0	1	0
Mr.	Chandan Kumar Mondol	08535016	Executive Director	1.8.2020	24.09.2020		-	17.1.1963	NA	-	2	0	1	1
Mr.	Ujjwal Kanti Bhattacharya	08734219	Executive Director	28.8.2020	24.09.2020		-	1.12.1963	NA	-	1	0	0	0

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. Shri Vinod Kumar	Independent Director - Chairperson	22/1/2020	07-09-2020
		2. Shri M.P. Singh	Independent Director - Member	13/11/2017	07-09-2020
		3. Shri Pradeep Kumar Deb	Independent Director - Member	13/11/2017	07-09-2020
		4. Shri Ashish Upadhyay	Non-Executive Director - Government Nominee Director - Member	22/1/2020	-
		5. Dr. Bhim Singh	Independent Director - Chairman	21/9/2020	
		6. Dr. K. P. K. Pillay	Independent Director - Member	21/9/2020	
2. Nomination & Remuneration Committee including PRP	Yes				
		1. Dr. Bhim Singh	Independent Director - Chairman	21/1/2020	-
		2. Shri Vinod Kumar	Independent Director - Member	13/11/2017	07-09-2020
		3. Shri Pradeep Kumar Deb	Independent Director - Chairperson	13/11/2017	07-09-2020
		4. Dr. K. P. K. Pillay	Independent Director - Member	21/9/2020	
		5. Vivek Kumar Dewangan	Nominee Director (Government)	21/9/2020	
3. Risk Management Committee (if applicable)	Yes				
		1. Shri Gurdeep Singh*	Executive Director - Chairman	01-06-2020	27-08-2020
		2. Shri U. K. Bhattacharya**	Executive Director - Chairman	28-08-2020	-
		3. Shri Ramesh Babu V.	Executive Director - Member	01-05-2020	-
		4. Shri S. P. S. Virk	Senior Management Personnel - Member	06-03-2020	-
		*Director (Projects)- Position vacant till 27th August, 2020. Shri Gurdeep Singh, Chairman & Managing Director was holding the additional charge of the post of Director (Projects) from 1st June, 2020 to 27th August, 2020. ** Appointed as Director (Projects) w.e.f. 28th August, 2020			-
4. Stakeholders' Relationship Committee	Yes				
		1. Shri M.P. Singh	Independent Director - Chairperson	13/11/2017	07-09-2020
		2. Shri Subhash Joshi	Independent Director - Member	13/11/2017	07-09-2020
		3. Shri Anil Kumar Gautam	Executive Director - Member	18/10/2019	-
		4. Shri Shashi Shekhar	Independent Director - Member	07-01-2018	07-09-2020
		5. Dr. K. P. K. Pillay	Independent Director - Chairperson	21/9/2020	-
		6. Dr. Bhim Singh	Independent Director - Member	21/9/2020	-

5. Corporate Social Responsibility and Sustainability Committee	Yes				
		1. Shri Vinod Kumar	Independent Director - Chairperson	13/11/2017	07-09-2020
		2. Shri Pradeep Kumar Deb	Independent Director - Member	13/11/2017	07-09-2020
		3. Shri Dillip Kumar Patel	Executive Director - Member	01-04-2020	-

\$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)
9.5.2020	4.7.2020	Yes	14	7	47 days*
9.6.2020	30.7.2020	Yes	14	7	
27.6.2020	14.8.2020	Yes	14	7	

* Calculated from Previous meeting till 30th September, 2020

*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					
14.8.2020	Yes	4	3	17.4.2020	71 days
29.8.2020	Yes	4	3	27.6.2020	
Nomination & Remuneration Committee including PRP					
16.7.2020	Yes	3	3	17.4.2020	40 days#
21.8.2020	Yes	3	3	9.6.2020	
				27.6.2020	
Risk Management Committee					
-	-	-	-	-	310 days#
Stakeholders' Relationship Committee					
-	-	-	-	27.6.2020	95 days#
Corporate Social Responsibility and Sustainability Committee					
-	-	-	-	9.6.2020	114 days#

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

Calculated from Previous meeting till 30th September, 2020

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

<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – No* As on 30th September, 2020, NTPC has six functional directors including the Chairman & Managing Director, two Government Nominee Director and two 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. Further, from 28th August, 2020 to 7th September, 2020, the Company was 1 short of requisite independent directors and from 8th September, 2020, the Company was 6 short of requisite independent directors. 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 requisite independent directors including 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.</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>
<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 ended June, 2020 was placed before the Board on 30.7.2020 and the same was noted.</p>

Name & Designation

sd/-

Company Secretary & Compliance Officer

NTPC LIMITED

Corporate Governance Report for the half-year ended on September 30, 2020

Affirmations		
Broad heading	Regulation Number	Compliance status(Yes/No/NA) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	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>Sd/- (Nandini Sarkar) Company Secretary & Compliance Officer</p>		