

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 : March 31, 2021

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN & PANS	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 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.	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. Kylvanatha 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	0
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	0
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
<b>1. Audit Committee</b>	Yes				
		1. Bhim Singh	Independent Director- Chairman	21/09/2020	-
		2. Shri Ashish Upadhyaya	Non-Executive Director - Government Nominee Director - Member	22/1/2020	-
		3. Dr. K. P. K. Pillay	Independent Director - Member	21/9/2020	-
<b>2. Nomination &amp; Remuneration Committee including PRP</b>	Yes				
		1. Dr. Bhim Singh	Independent Director - Chairman	21/1/2020	-
		2. Dr. K. P. K. Pillay	Independent Director - Member	21/9/2020	-
		3. Vivek Kumar Dewangan	Nominee Director (Government)	21/9/2020	-
<b>3. Risk Management Committee (if applicable)</b>	Yes				
		1. Shri U. K. Bhattacharya	Executive Director - Chairman	28-08-2020	-
		2. Shri Ramesh Babu V.	Executive Director - Member	01-05-2020	-
		3. Shri Naresh Anand	Senior Management Personnel - Member	28-09-2020	02-03-2021
		4. Shri S P S Virk	Senior Management Personnel - Member	03-03-2021	-
<b>4. Stakeholders' Relationship Committee</b>	Yes				
		1. Dr. K.P. K. Pillay	Independent Director - Chairman	21-09-2020	-
		2. Shri Anil Kumar Gautam	Executive Director - Member	18/10/2019	-
		3. Dr. Bhim Singh	Independent Director - Member	21/9/2020	-
<b>5. Corporate Social Responsibility and Sustainability</b>	Yes				
		1. Shri Dillip Kumar Patel	Executive Director - Chairman	01-04-2020	
		2. Dr. Bhim Singh	Independent Director - Member	23-10-2020	
		3. Shri Ramesh Babu V.	Executive Director - Member	23-10-2020	

\$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)
23.10.2020	27.01.2021	Yes	9	2	27
2.11.2020	04.02.2021	Yes	10	2	
19.12.2020	27.02.2021	Yes	9	2	
26.12.2020	27.03.2021	Yes	9	2	

\*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
<b>Audit Committee</b>					
03.02.2021	Yes	3	2	31.10.2020	40 days
05.03.2021	Yes	3	2	24.12.2020	
22.3.2021	Yes	3	2		
<b>Nomination &amp; Remuneration Committee including PRP</b>					
-	-	-	-	23.10.2020	123 days#
-	-	-	-	2.11.2020	
-	-	-	-	28.11.2020	
<b>Risk Management Committee</b>					
21.01.2021	Yes	3	-	-	113 days\$
19.03.2021	Yes	3	-	-	
<b>Stakeholders' Relationship Committee</b>					
-	-	-	-	02.11.2020	149 days#
<b>Corporate Social Responsibility and Sustainability Committee</b>					
03.02.2021	Yes	3	1	02.11.2020	45 days
27.03.2021	Yes	3	1	19.12.2020	

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

\$ Calculated from meeting dated 29.9.2020 to meeting dated 21.1.2021

# Calculated from Previous meeting till 31st March, 2021

## V. Related Party Transactions

<b>Subject</b>	<b>Compliance Status (Yes/ No/ NA) refer note below</b>
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.*

<b>VI. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – <b>No*</b></p> <p>As on 31st March, 2021, NTPC has six functional directors including the Chairman &amp; Managing Director, two Government Nominee Director and two Independent Directors on the Board.</p> <p>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.</p> <p>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 - <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee - <b>Yes</b></p> <p>c. Stakeholders' Relationship Committee - <b>Yes</b></p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) - <b>Yes</b></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. <b>Yes</b></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 - <b>Yes</b></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 December, 2020 was placed before the Board on 27.1.2021 and the same was noted.</p>

**Name & Designation**

sd/-  
**Company Secretary & Compliance Officer**



## NTPC LIMITED

### Corporate Governance Report for the Financial Year 2020-21

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/N.A.)</b>
<b>As per Regulation 46(2) of LODR</b>	
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
E-mail address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of Analyst or Institutional Investor Meet and presentation made by the Listed Entity to Analysts or Institutional Investors simultaneously with submission to Stock Exchange	Yes
New name and the old name of the listed entity	N.A.
Advertisement as per Regulation 47(1)	Yes
Credit Rating or revision in Credit Rating obtained by the Entity for all its outstanding Instruments	Yes
Separate Audited Financial Statements for each Subsidiary of the Listed Entity in respect of a relevant financial year	Yes

<b>As per other regulations of the LODR</b>		
Whether Company has provided information under separate section on its website as per Regulation 46(2)		Yes
Materiality Policy as per Regulation 30		Yes
Dividend Distribution policy as per Regulation 43A (as applicable)		Yes
It is certified that these contents on the website of the listed entity are correct		Yes
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/N.A.)</b>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes. <i>Please see Note 1.</i>
Board composition	17(1), 17(1)(a) & 17(1)(b)	Yes. <i>Please see Note 1.</i>
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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. <i>Please see Note 2.</i>
Recommendation of Board	17(11)	Yes
Maximum Number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes



Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1),(1A)(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.
Disclosure of Related Party Transactions on Consolidated Basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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

**Note(s):**

- 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 28<sup>th</sup> August, 2020 to 7<sup>th</sup> September, 2020, the Company was 1 short of requisite independent directors and from 8<sup>th</sup> 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.*
- 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.

**Sd/-**  
**(Nandini Sarkar)**  
**Company Secretary & Compliance Officer**  
**Place: New Delhi**  
**Date: 13.4.2021**