



एन टी पी सी लिमिटेड
(भारत सरकार का उद्यम)

NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय / Corporate Centre

Ref. No.: 01: SEC: LA-1

Dated: 15/6/2020

General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Manager
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex
Bandra(E)
Mumbai-400 051

Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019
& SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020

Sub.: Annual Secretarial Compliance Report for the year ended March 31,2020

Dear Sir,

In terms of clause 3(b)(iii) of the above referred SEBI circular and further relaxation from the compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 virus pandemic vide circular dated 19th March 2020 , we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by CS Sachin Agarwal, Practicing Company Secretary.

This is for your information and record please.

Thanking you.

Yours faithfully,
For NTPC Limited

(Nandini Sarkar)
Company Secretary



**SECRETARIAL COMPLIANCE REPORT
OF
NTPC LIMITED**

For the year ended 31st March, 2020

We, Agarwal S. & Associates, Company Secretaries, New Delhi have examined:

- (a) all the documents and records made available to us and explanation provided by **NTPC Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period under review**



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors does not consist of a Woman Director and Independent Women Director from 16 th November, 2019 to 31 st March, 2020.	<p>The Board of Directors shall comprise of at least one woman Director and at least one independent woman director during the period from 16th November, 2019 to 31st March, 2020.</p> <p>The listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India.</p> <p>As informed by the Company, Company has communicated to the Ministry of Power, Government of India, being the Administrative Ministry, for appointment of Directors from time to time.</p>
2.	Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors does not have the requisite number of Independent Directors on the Board of Company from 1 st July, 2019 to 11 th July, 2019.	<p>The Board of Directors of the Company is headed by the Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board Member during the period from 1st July, 2019 to 11th July, 2019.</p> <p>The listed entity is a Government Company and the Directors including the</p>



			Independent Directors of the listed entity are appointed by the Government of India.
3.	Regulation 17 (10) of SEBI (LODR) 2015.	The evaluation of independent directors has not been done by the entire Board of Directors.	The entire Board of Directors shall carry out the evaluation of Independent Directors. In compliance of Regulation 17 (10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the listed entity has not carried out the performance evaluation of the Independent Directors of the listed entity during the review period, as Independent Directors are appointed by the Government of India.
4.	Regulation 19 (4) read with Schedule II Part D (A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.	The required policies/criteria were not formulated.	The Nomination and Remuneration Committee should formulate the required policies/criteria. Appointment of Directors are made by the Government of India and as informed by the Company, evaluation of Directors are done by the Government of India.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

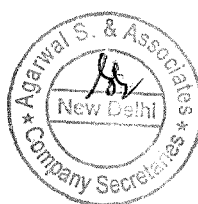
Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	In Compliance to the regulations 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, there were requirement to have 8 (eight) Independent Directors on the Board of the Company but in actual there were 7 (Seven) in number in respect to the period commencing from 01/04/2018 till 29/07/2018.	31 st March, 2019	Independent Directors had been appointed by the Government of India	As informed by the Company, Company has communicated to the Government of India from time to time.
2.	In compliance to the Regulation 17(10) and 25(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company has not carried out the performance evaluation of the Directors of the Company during the period under review.	31 st March, 2019	In compliance of Regulation 17 (10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the listed entity has not carried out the performance evaluation of the Independent Directors of the listed entity during the review	As informed by the Company, evaluation of Directors are done by the Government of India.



			period, as Independent Directors are appointed by the Government of India.	
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- (e) As informed by the management, appointment of NTPC Limited's (being the Govt of India Undertaking) statutory auditor has been done by the office of the Comptroller and Auditor General of India (C&AG). Appointment letter also contains terms of appointment to the statutory auditors. Since, terms of appointment were communicated by the C&AG, compliance by listed entity with 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. Accordingly, we can't certify said compliance.

For **Agarwal S. & Associates,**
Company Secretaries,
 ICSI Unique Code: P2003DE049100



Sachin Agarwal

Signature:

Name of the Practicing Company Secretary: CS Sachin Agarwal

FCS No.:5774

C P No.: 5910

Place: New Delhi

Date: 8th June, 2020

UDIN: F005774B000324631