



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

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

Dated: 11.07.2016

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
June 30, 2016**

Sir,

Please find attached the Compliance Report on Corporate Governance for the Quarter ending June 30, 2016 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 for your information and records.

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**

Encl.: As above

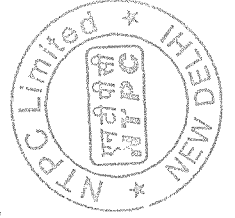
ए. के. रस्तोगी/A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
स्कोप कॉम्प्लेक्स, लोधी रोड, नई दिल्ली-110003
SCOPE Complex, Lodhi Road, New Delhi-110003



Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
 2. Quarter ending on : JUNE 30, 2016

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	Nil	Nil



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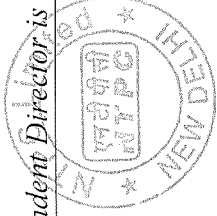
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Mr.	Umesh Prasad Pani	PAN: AJFPP7052H DIN: 03199828	Executive Director	Appointment: 01.03.2013	-	1	1	Nil
Mr.	Subhash Chandra Pandey	PAN: ACOPP9506C DIN: 03142319	Executive Director	Appointment: 01.10.2013	-	1	1	Nil
Mr.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013	-	2	2	Nil
Mr.	Kaushal Kishore Sharma	PAN: AVCPS7877G 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: AJJPM8339H 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
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1	2	2

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



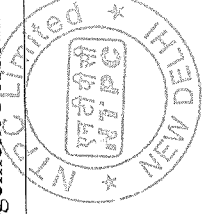


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entity in continuity without any cooling off period.

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 S. Roy	Senior Management Personnel - Member
	5. Shri Sharad Anand	Senior Management Personnel - Member



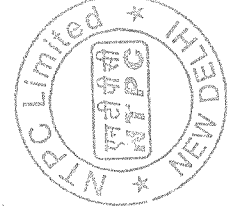
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4. Stakeholders' Relationship Committee		Independent Director- Chairman	
1. Shri Prashant Mehta		Independent Director - Member	
2. Dr. Gauri Trivedi		Executive Director - Member	
3. Shri U.P. Pani		Executive Director - Member	
4. Shri K. Biswal			
<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)	
29.01.2016	28.04.2016	38 days	
08.03.2016	30.05.2016		
30.03.2016	22.06.2016		
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			
28.04.2016	Yes	29.01.2016	50 days
30.05.2016	Yes	08.03.2016	
-	-	-	-
Nomination & Remuneration Committee			
-	-	-	-



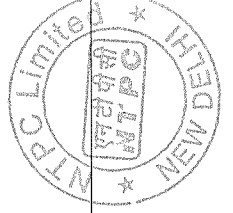
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Risk Management Committee	
09.06.2016	Yes
28.04.2016	Yes
Stakeholders' Relationship Committee	
29.01.2016	90 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	
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>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>	
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 four 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> <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>	



Annex

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 March 31, 2016 was placed before the Board on 28.04.2016.



(A.K. RASTOGI)
Company Secretary

ए. के. रास्तोगी/A. K. RASTOGI
कार्यकारी निदेशक व कंपनी सचिव
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