



A Maharatna Company

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-2

Dated: 12.04.2018

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 ended March 31, 2018**
- **Compliance Report on Corporate Governance for the Financial Year ending March 31, 2018**

Sir,

Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 24.09.2015, please find attached herewith the following:

- Compliance Report on Corporate Governance for the Quarter ended March 31, 2018 in the prescribed format and
- Compliance Report on Corporate Governance for the Financial Year ended March 31, 2018 in the prescribed format.

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

Thanking you,

Yours faithfully,
For NTPC Limited

(K.P. GUPTA)
ED (CS, Fin. & Law) &
Compliance Officer

के० पी० गुप्ता / K. P. GUPTA
कार्यकारी निदेशक एवं कम्पनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
कोर-7, चतुर्थ तल / Core-7, 4th Floor
स्कोप कॉम्प्लेक्स / SCOPE Complex

Encl.: As above

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

कार्पोरेट पहचान नम्बर: L40101DL1975GO1007966 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, Lodhi Road, New Delhi-110003

Corporate Identification Number : L40101DL1975GO1007966 Tel. : 011-24387333 Fax : 011-24361018 E-mail : ntpccc@ntpc.co.in

Website : www.ntpc.co.in

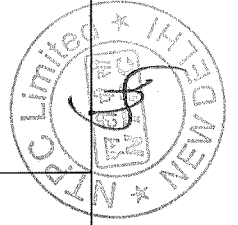


Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
 2. Quarter ended on : MARCH 31, 2018

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: 00307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil



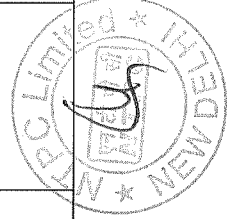


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I. Composition of Board of Directors

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.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013 (under suspension by the order of the Ministry of Power, Government of India dated 14.12.2017)	-	1	NA	NA
Mr.	Saptarshi Roy	PAN: AAAYPR6277N DIN: 033584600	Executive Director	Appointment: 01.11.2016	-	1	Nil	Nil
Mr.	Anand Kumar Gupta	PAN: AAAPG0800E DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	1	Nil	Nil
Mr.	Aniruddha Kumar	PAN: AAGPK9123Q DIN: 07325440	Nominee Director (Government)	Appointment: 25.02.2016	-	1	Nil	Nil



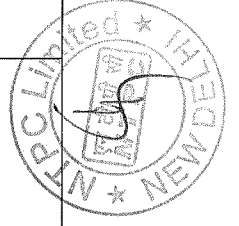


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I. Composition of Board of Directors

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)
Dr. (Ms.)	Gauri Trivedi	PAN: AAFT9010J DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	2	1	Nil
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1	3	1
Mr.	Mahendra Pratap Singh	PAN: AIJPS1023L DIN: 07937931	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	2	1
Mr.	Pradeep Kumar Deb	PAN: AEJPD2340H DIN: 03424714	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Shashi Shekhar	PAN: AOKPS1537C DIN: 01747358	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	Nil	Nil
Mr.	Subhash Joshi	PAN: ACRPJ6560F DIN: 07946219	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil

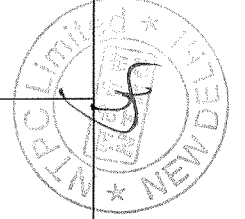




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Annexure I

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.	Vinod Kumar	PAN: ABRPK4466E DIN: 00955992	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Susanta Kumar Roy	PAN: AEQPR6954Q DIN: 07940997	Executive Director	Appointment: 19.01.2018	-	1	1	Nil
Mr.	Prasant Kumar Mohapatra	PAN: AHNPM5452E DIN: 07800722	Executive Director	Appointment: 31.01.2018	-	1	Nil	Nil
Mr.	Prakash Tiwari	PAN: ACRPT2970P DIN: 08003157	Executive Director	Appointment: 31.01.2018	-	1	1	Nil
Mr.	K. Streekant	PAN: AAFPK3748Q DIN: 06615674	Non-executive Director	Appointment: 29.03.2018 (appointed for a period of six months w.e.f. 19.03.2018 or till the appointment of a regular	-	2	2	Nil





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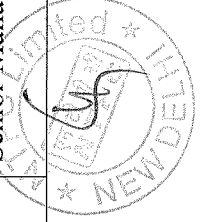
I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer 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)
				incumbent, or until further orders, whichever is the earliest)				

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.



I. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee	1. Shri Seethapathy Chander	Independent Director - Chairman
	2. Dr. Gauri Trivedi	Independent Director - Member
	3. Shri M.P. Singh	Independent Director - Member
	4. Shri Pradeep Kumar Deb	Independent Director - Member
	5. Position Vacant	Nominee Director (Government) - Member
2. Nomination & Remuneration Committee including PRP	1. Dr. Gauri Trivedi	Independent Director - Chairperson
	2. Shri Seethapathy Chander	Independent Director - Member
	3. Shri Vinod Kumar	Independent Director - Member
	4. Shri Pradeep Kumar Deb	Independent Director - Member
3. Risk Management Committee	1. Shri S.K. Roy	Executive Director - Chairman
	2. Shri P.K. Mohapatra	Executive Director - Member
	3. Shri Prakash Tiwari	Executive Director - Member
	4. Sh. Mohit Bhargava	Senior Management Personnel – Member

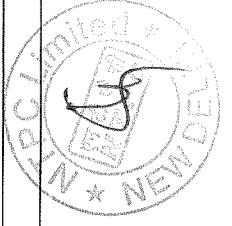




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5. Shri Sunil Jumde		Senior Management Personnel - Member	
1. Shri M.P. Singh		Independent Director - Chairman	
2. Shri Subhash Joshi		Independent Director- Member	
3. Shri K. Sreekant (holding the additional charge of Director (Finance) of NTPC as per Office Order No. 8/18/2017-Th.I dated 28 th March 2018)		Non-Executive Director - Member	
4. Shri Vinod Kumar		Independent Director- Member	
<p><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></p>			
II. 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)	
24.10.2017	19.01.2018	39 days	
13.11.2017	31.01.2018		
20.12.2017	12.03.2018		
20.12.2017	29.03.2018		
29.12.2017			
III. 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			
31.01.2018	Yes	13.11.2017	78 days

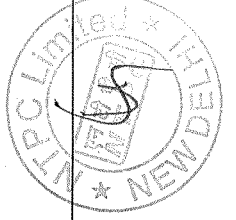




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Nomination & Remuneration Committee	
05.03.2018	Yes 13.11.2017 111 days
Risk Management Committee	
14.02.2018	Yes 23.11.2017 81 days
Stakeholders' Relationship Committee	
31.01.2018	Yes 13.11.2017 78 days
*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional	
IV. 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
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.	
V. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes* *As on 31.03.2018, NTPC had seven functional Directors including CMD, one part-time Director, one Government Nominee Director and seven Independent Directors on the Board. Out of the seven Functional Directors, Shri K. Biswal, Director (Finance) is under suspension by the order of the Ministry of Power, Government of India dated 14 th December, 2017.	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee - Yes b. Nomination & Remuneration Committee - Yes	





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- c. Stakeholders' Relationship Committee - **Yes**
- d. Risk Management Committee (applicable to the top 100 listed entities) - **Yes**
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 December 31, 2017 was placed before the Board on 31.01.2018 and the same was noted.


(K.P. GUPTA)
ED (CS, Fin. & Law)

के. पी. गुप्ता / K.P. GUPTA
कार्यकारी निदेशक एवं कानूनी सचिव
Executive Director & Company Secretary
एन. टी. पी. लिमिटेड / NTPC Limited
आर. 7, 4^थ तल / Core-7, 4th Floor
स्कॉपे कॉम्प्लेक्स / SCOPE Complex
लोदी रोड, नई दिल्ली-3 / Lodi Road, New Delhi-3



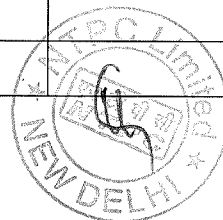
NTPC LIMITED

Corporate Governance Report for the Financial Year 2017-18

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.

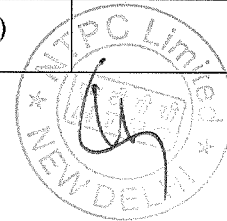
II. Annual Affirmations

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. <i>Please see Note 2.</i>
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





A Maharatna Company

Note(s):

1. As on 31.03.2018, NTPC's Board comprised of seven whole-time Directors including CMD, one part-time Director, one Government Nominee Director and seven Independent Directors (including one woman director) as against the requirement of eight Independent Directors.
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.

(K.P. Gupta)

ED (CS, Fin. & Law)

के० पी० गुप्ता / K. P. GUPTA
कार्यकारी निदेशक एवं कम्पनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
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