



एनटीपीसी लिमिटेड
(भारत सरकार का उद्यम)

NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01:SEC:LA-2
Dated: 15.04.2019

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 and year ended March 31, 2019

Sir,

Please find enclosed Compliance Report on Corporate Governance for the quarter and year ended March 31, 2019 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.

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

Thanking you,

Yours faithfully,
For NTPC Limited

Nandini Sarkar

(Nandini Sarkar)
Company Secretary &
Compliance Officer

Encl.: As above

नन्दिनी सरकार
NANDINI SARKAR
कंपनी सचिव
Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
NTPC Bhawan, Scope Complex,
7, Institutional Area, Lodhi Road, New Delhi

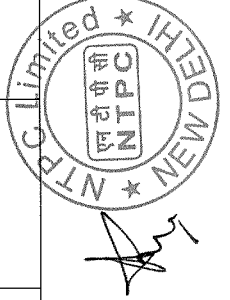
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Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
 2. Quarter ended on : MARCH 31, 2019

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PANs & 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	DIN: 00307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil
Mr.	Saptarshi Roy	DIN:03584600	Executive Director	Appointment: 01.11.2016	-	1	Nil	Nil

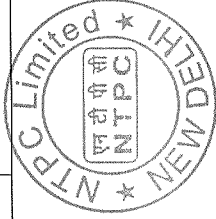




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Annexure I

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.	Anand Kumar Gupta	DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	2	Nil	Nil
Dr. (Ms.)	Gauri Trivedi	DIN: 06502788	Independent Director	Appointment: 16.11.2018	Upto 15.11.2019	4	1	Nil
Mr.	Seethapathy Chander	DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 12.06.2019	1	3	1
Mr.	Mahendra Pratap Singh	DIN: 07937931	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	2	1
Mr.	Pradeep Kumar Deb	DIN: 03424714	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Shashi Shekhar	DIN: 01747358	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	Nil	Nil
Mr.	Subhash Joshi	DIN: 07946219	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Vinod Kumar	DIN: 00955992	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	0	Nil
Mr.	Susanta Kumar Roy	DIN: 07940997	Executive Director	Appointment: 19.01.2018	-	1	1	Nil



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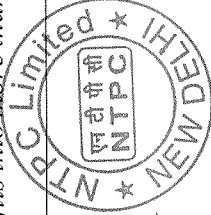
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Annexure I

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.	Prasant Kumar Mohapatra	DIN: 07800722	Executive Director	Appointment: 31.01.2018	-	1	Nil	Nil	
Mr.	Prakash Tiwari	DIN: 08003157	Executive Director	Appointment: 31.01.2018	-	1	1	Nil	
Mr.	Vivek Kumar Dewangan	DIN: 01377212	Nominee Director (Government)	Appointment: 28.04.2018	-	2	2	-	
Mr.	Bhim Singh	DIN: 08189580	Independent Director	Appointment: 30.07.2018	Upto 16.07.2021	1	-	-	
Mr.	K. P. Kylasanatha Pillay	DIN: 08189583	Independent Director	Appointment: 30.07.2018	Upto 16.07.2021	1	-	-	
Ms.	Archana Agrawal	DIN: 02105906	Nominee Director (Government)	Appointment: 07.08.2018	-	1	-	-	
Mr.	K. Sreekant	DIN: 06615674	Executive Director	Appointment 12.02.2019	-	2	2	-	

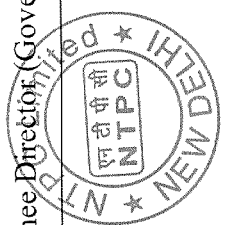
PAN number of any Director would not be displayed on the website of Stock Exchange


& 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



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)
<i>*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>								

I. Composition of Committees	
Name of Committee	Name of Committee members Category (Chairperson/Executive/Non- Executive/Independent/Nominee) ^s
1. Audit Committee	1. Shri Seethapthy 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. Shri V.K. Dewangan Nominee Director (Government) - Member


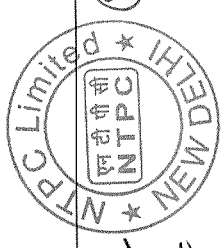

 NTPC Limited
 NEW DELHI
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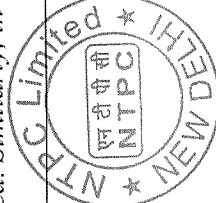
2. Nomination & Remuneration Committee including PRP	1. Dr. Gauri Trivedi	Independent Director - Chairperson
	2. Shri Seethapathy Chander	Independent Director - Member
	3. Shri Vinod Kumar	Independent Director - Member
	4. Shri Pradeep Kumar Deb	Independent Director - Member
	1. Shri S.K. Roy	Executive Director - Chairman
3. Risk Management Committee	2. Shri P.K. Mohapatra	Executive Director - Member
	3. Shri Prakash Tiwari	Executive Director - Member
	4. Sh. Mohit Bhargava	Senior Management Personnel - Member
	5. Shri Sariputta Mishra	Senior Management Personnel - Member
	1. Shri M.P. Singh	Independent Director - Chairman
4. Stakeholders' Relationship Committee	2. Shri Subhash Joshi	Independent Director- Member
	3. Shri K. Sreekant	Executive Director - Member
	4. Shri Shashi Shekhar	Independent Director- Member
	<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>	
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)
13.10.2018	30.01.2019	46 days
02.11.2018	27.02.2019	
19.12.2018	19.03.2019	
 		



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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			
30.01.2019	Yes	02.11.2018	88 days
Nomination & Remuneration Committee			
-	Yes	05.10.2018	53 days
		28.11.2018	
Risk Management Committee			
12.02.2019	Yes	10.12.2018	63 days
Stakeholders' Relationship Committee			
30.01.2019	Yes	02.11.2018	88 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/NA. 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.			





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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**
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**
 - 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 quarter ended December 31, 2018 was placed before the Board on 30.01.2019 and the same was noted.

Nandini Sarkar

(Nandini Sarkar)
Company Secretary & Compliance Officer

नान्दिनी सरकार
NANDINI SARKAR
कम्पनी सचिव

Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
NTPC Bhawan, Scope Complex,
Institutional Area, Lodhi Road, New Delhi



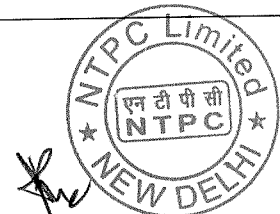
NTPC LIMITED

Corporate Governance Report for the Financial Year 2018-19

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.

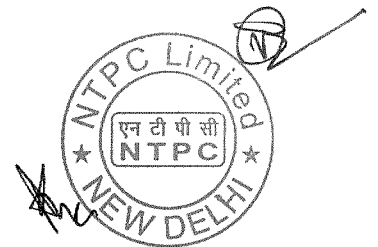
II. Annual Affirmations

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)	Yes. <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





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Note(s):

1. The appointment of Independent Directors is made by the Government of India.
2. During the year, the position of Directors was as under:

	Functional Directors	Govt. Nominee Directors	Independent Directors
01.04.2018-27.04.2018*	7	1	7
28.04.2018-29.07.2018*	7	2	7
30.07.2018-06.08.2018*	7	1	9
07.08.2018-02.11.2018*	7	2	9
03.11.2018-07.12.2018	7	2	9
08.12.2018-11.02.2019	6	2	9
12.02.2019-31.03.2019	7	2	9

*Shri K. Sreekant, Director (Finance), Powergrid Corporation of India Limited was given the additional charge of Director (Finance), NTPC during the period Shri K. Biswal was under suspension.

3. 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.

Nandini Sarkar

(Nandini Sarkar)

Company Secretary & Compliance Officer

नन्दिनी सरकार
NANDINI SARKAR
कंपनी सचिव
Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
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7, Institutional Area, Lodhi Road, New Delhi

[Signature]