

Investors

COMPOSITION OF COMMITTEES OF THE BOARD OF DIRECTORS OF NTPC

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(i) AUDIT COMMITTEE

The constitution, quorum, scope, etc. of the Audit Committee is in line with the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015 and Guidelines on Corporate Governance as issued by Department of Public Enterprises, Govt. of India.

Scope of Audit Committee:

1. Before commencement of Audit, discussion with the auditors about the nature and scope of audit; and after the completion of Audit, deliberation on area of concern.
 2. Provide an open avenue of communication between the independent auditors, internal auditors and the Board of Directors.
 3. Approval or any subsequent modification of transactions of the company with related parties
 4. Scrutiny of inter-corporate loans and investments
 5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, with the management, the annual financial statements and draft auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of related party transactions;
 - Qualifications in the draft audit report.
1. Noting the appointment and removal of independent auditors. Recommending audit fee of independent auditors and also approval for payment for any other service.
 2. Recommending to the Board the appointment and remuneration of the cost auditors of the Company.
 3. Review of observations of C&AG including status of Government Audit paras.
 4. Reviewing with the management, statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), statement of funds utilised for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of

proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.

5. Valuation of undertakings or assets of the company, wherever it is necessary

6. Evaluation of internal financial controls and risk management systems.

7. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

8. To review the functioning of the Whistle Blower mechanism.

9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

10. To review the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the Parliament.

11. Review of:

- Management discussion and analysis of financial condition and results of operations;
- Management letters/ letters of internal control weaknesses; issued by the statutory auditors
- Internal Audit Reports relating to internal control weaknesses.

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Review with the independent auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.

3. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

4. Consider and review the following with the independent auditor and the management:

- The adequacy of internal controls including computerized information system controls and security, and
- Related findings and recommendations of the independent auditor and internal auditor, together with the management responses.

1. Consider and review the following with the management, internal auditor and the independent auditor:

- Significant findings during the year, including the status of previous audit recommendations.
- Any difficulties encountered during audit work including any restrictions on the scope of activities or access to required information.

1. Review of appointment and removal of the Chief Internal Auditor.

2. Reviewing, with the management, the performance of the internal auditors and of the independent auditors and effectiveness of the audit process.

3. Review of internal audit observations outstanding for more than two years.

4. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

5. Any matter referred to it by the Board or any other terms of reference as amended by the Companies Act, 2013 & rules made thereunder, the Listing Regulations, 2015 and Guidelines issued by DPE.

6. To review compliance with the provisions of SEBI Insider Trading Regulations at least once in a financial year

7. To verify that the systems for internal control are adequate and are operating effectively.

8. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Director (Finance), Head of Internal Audit Department and the Statutory Auditors are invited to the Audit Committee Meetings for interacting with the members of the Committee. Besides, Cost Auditors of the Company are also invited to the meetings of the Audit Committee as and when required. Senior functional executives are also invited as and when required to provide necessary inputs to the Committee.

The Company Secretary acts as the Secretary to the Committee.

CONSTITUTION:		
Designation		Name of the Director
1	Independent Director, Chairman	Shri Jitendra Tanna
2	Independent Director	Smt Sangitha Varier
3	Independent Director	Shri Vivek Gupta
4	Independent Director	Shri Vidyadhar Vaishampayan
5	Govt. Nominee Director and FA, MOP	Shri Ashish Upadhyaya

(ii) CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY COMMITTEE:

This Committee has been reconstituted as per the requirements of Section 135 of the Companies Act, 2013. This Committee is constituted to formulate and recommend to the Board, Corporate Social Responsibility Policy as per Schedule VII of the Companies Act, 2013 as amended from time to time; to recommend the amount of expenditure to be incurred on the activities specified in the CSR Policy; to monitor the Corporate Social Responsibility Policy of the company from time to time; and any other matter as the Board may delegate from time to time.

This Committee formulates and recommend to the Board CSR Policy (including sustainable development) from time to time.

CONSTITUTION:		
Designation		Name of the Director
1	Director (Human Resources), Chairman	Shri Dillip Kumar Patel
2	Director (Operations)	Shri Ramesh Babu V.
3	Independent Director	Smt Sangitha Varier
4	Independent Director	Shri Jitendra Tanna
5	Independent Director	Shri Vivek Gupta

(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE

Terms of reference of Stakeholders' Relationship Committee is as under:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of

new/duplicate certificates, general meetings etc.

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

CONSTITUTION:		
Designation		Name of the Director
1	Independent Director, Chairman	Shri Vivek Gupta
2	Independent Director	Shri Vidyadhar Vaishampayan
3	Govt. Nominee Director and FA, MOP	Shri Ashish Upadhyaya
4	Director (Finance)	Shri Jaikumar Srinivasan

(iv) RISK MANAGEMENT COMMITTEE

Pursuant to Regulation 21 of the Listing Regulations, 2015, Risk Management Committee has been constituted to finalise risk assessment including cyber security under the Risk Management Framework; monitor and review risk management plan/ framework as approved by the Board and earlier assigned to Enterprise Risk Management Committee (ERMC); informing the Board about the risk assessed and action required to be taken/ already taken for mitigating the risks on quarterly basis by the Chief Risk Officer (CRO) and take up any other matter as directed by the Board from time to time.

With the constitution of Risk Management Committee, existing ERMC, which was an Senior Management level Committee, has ceased to exist. However, the Enterprise Risk Management Framework shall continue to exist as before. This framework is reviewed periodically by the Board.

CONSTITUTION:		
Designation		Name of the Director
1	Director (Projects), Chairman	Shri U. K. Bhattacharya
2	Director (Operations)	Shri Ramesh Babu V.
3	Independent Director	Shri Vidyadhar Vaishampayan
4	Head of Corporate Planning -CRO	Shri Animesh Jain

(v) NOMINATION AND REMUNERATION COMMITTEE INCLUDING PRP

Terms of Reference of the Nomination and Remuneration Committee including PRP shall be as under:

1. decide the annual bonus/variable pay pool and policy for its distribution across the executives and non-unionized supervisors, within the prescribed limits
2. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
3. formulation of criteria for evaluation of performance of independent directors and the board of directors
4. devising a policy on diversity of board of directors
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. recommend to the Board, all remuneration, in whatever form, payable to senior management.

As per SEBI LODR, 2015, "senior management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/ managing director/ whole time director/manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

Ministry of Corporate Affairs, through notification dated 05.06.2015, has exempted the Government Companies from applicability of Section 178 (2)/ (3)/ (4) of the Companies Act, 2013 except with regard to appointment of senior management and other employees. However, government companies are not exempted from applicability of Regulation 19 of SEBI LODR, 2015.

CONSTITUTION:		
Designation		Name of the Director
1	Independent Director, Chairman	Smt. Sangitha Varier
2	Govt. Nominee Director and FA, MOP	Shri Ashish Upadhyaya
3	Independent Director	Shri Jitendra Tanna
4	Independent Director	Shri Vidyadhar Vaishampayan
5	Independent Director	Shri Vivek Gupta

(vi) CONTRACTS SUB-COMMITTEE

This Committee approves award of works or purchase contracts or incurring commitments of value exceeding ₹ 250 crore but not exceeding ₹ 500 crore, Consultancy assignments including foreign consultancy assignments exceeding ₹ 5 crore each and Appointment of Sponsor/ Agents for Overseas Consultancy Assignments involving sponsorship/ agency commission exceeding ₹ 5 crore each.

CONSTITUTION:

Designation		Name of the Director
1	Chairman & Managing Director, Chairman	Shri. Gurdeep Singh
2	Director (Projects)	Shri. U.K. Bhattacharya
3	Director (Finance)	Shri Jaikumar Srinivasan
4	Govt. Nominee Director and AS/JS (Thermal)	Shri Piyush Singh
5	Independent Director	Smt. Sangitha Varier
6	Independent Director	Shri. Jitendra Tanna

Director (Operations) is the additional member for all matters relating to award of contracts for import of coal.

(vii) COMMITTEE OF FUNCTIONAL DIRECTORS FOR CONTRACTS

This Committee has been constituted for award of works or purchase contracts or incurring of commitments exceeding Rs. 150 crore but not exceeding Rs. 250 crore.

CONSTITUTION:		
Designation		Name of the Director
1	Chairman & Managing Director, Chairman	Shri. Gurdeep Singh
2	Director (Finance)	Shri Jaikumar Srinivasan
3	Director (Human Resources)	Shri Dillip Kumar Patel
4	Director (Commercial)	Shri C. K. Mondol
5	Director (Projects)	Shri U. K. Bhattacharya
6	Director (Operations)	Shri Ramesh Babu V.

The Chairman & Managing Director, Director (Finance) and Director (Projects) for contracts related to construction projects shall constitute the quorum for meeting of the Committee. The Chairman & Managing Director, Director (Finance) and Director (Operations) for contracts related to operating stations shall constitute the quorum for meeting of the Committee.

(viii) PROJECT SUB-COMMITTEE

This Committee examines and makes recommendations to the Board on proposals for Investment in New/Expansion Projects and approves Feasibility Reports of new projects.

CONSTITUTION:		
Designation		Name of the Director
1	Director (Projects), Chairman	Shri. U. K. Bhattacharya
2	Director (Finance)	Shri Jaikumar Srinivasan
3	Director (Operations)	Shri. Ramesh Babu V.
4	Independent Director	Shri. Vidyadhar Vaishampayan
5	Independent Director	Shri. Jitendra Tanna
6	Independent Director	Shri. Vivek Gupta

(ix) COMMITTEE FOR ALLOTMENT AND POST-ALLOTMENT ACTIVITIES OF NTPC'S SECURITIES

The Committee has been constituted for Allotment and Post-Allotment activities of Company's Securities. The scope of work of this committee is to approve allotment, issue of Certificate/Letter of allotment, transfer, transmission, re-materialisation, issue of duplicate certificates, consolidation/split of NTPC's domestic and foreign Securities.

CONSTITUTION:		
Designation		Name of the Director
1	Director (Human Resources)	Shri. Dillip Kumar Patel
2	Director (Commercial)/ Director (Projects)	Shri. C. K. Mondol Or Shri U. K. Bhattacharya
3	Director (Operations)/ Director (Finance)	Shri. Ramesh Babu V. Or Shri Jaikumar Srinivasan

Senior most Member shall be the Chairman of the Meeting.

(x) COMMITTEE FOR VIGILANCE MATTERS

This Committee has been constituted to examine all the petitions which are submitted before the Board as appellate/ reviewing authority in terms of CDA rules. It also reviews other major complaints as referred to it from time to time other than complaints registered under whistle blower mechanism under purview of Chief Vigilance Officer.

CONSTITUTION:		
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Designation		Name of the Director
1	Govt. Nominee Director and FA, MOP, Chairman	Shri. Ashish Upadhyaya
2	Govt. Nominee Director and AS/JS (Thermal)	Shri Piyush Singh
3	Director (Human Resources)*	Shri. Dillip Kumar Patel
4	Independent Director	Smt. Sangitha Varier
5	Independent Director	Shri. Vidyadhar Vaishampayan

*In case where Director (HR) has acted as a Disciplinary Authority, any other whole-time Director to be decided by the Chairman & Managing Director on case to case basis.

(xi) COMMITTEE FOR GUIDING ACQUISITION OF POWER ASSETS

This Committee has been constituted to guide the process of acquisition of power assets and make recommendations to the Board.

CONSTITUTION:		
Designation		Name of the Director
1	Independent Director, Chairman	Shri. Jitendra Tanna
2	Govt. Nominee Director and FA, MOP	Shri. Ashish Upadhyaya
3	Director (Finance)	Shri Jaikumar Srinivasan
4	Director (Commercial)	Shri. C. K. Mondol
5	Director (Projects)	Shri. U. K. Bhattacharya
6	Independent Director	Smt. Sangitha Varier
7	Independent Director	Shri. Vivek Gupta

(xii) EXCHANGE RISK MANAGEMENT COMMITTEE

This Committee has been constituted to review the foreign currency loan portfolio, hedged and un-hedged exposures and effectiveness of hedging strategy, approve amendments in Exchange Risk Management Policy, new instruments etc.

CONSTITUTION:		
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Designation		Name of the Director
1	Director (Finance), Chairman	Shri Jaikumar Srinivasan
2	Director (Commercial)	Shri. C. K. Mondol
3	Govt. Nominee Director and FA, MOP	Shri. Ashish Upadhyaya
4	Independent Director	Shri. Vivek Gupta

In the absence of Director (Commercial), Director (Operations) shall be the Member of the Meeting.

(xiii) COMMITTEE ON MANAGEMENT CONTROLS

On being conferred enhanced autonomy by the Government of India under 'Navratna/ Maharatna Guidelines', this committee was constituted for establishing transparent and effective system of internal monitoring. This Committee, inter alia, reviews the Management Control Systems, significant deviations in project implementation and construction, operation and maintenance budgets etc. It also reviews and approves the manual/ criteria for various systems of the organisation from time to time.

CONSTITUTION:		
Designation		Name of the Director
1	Director (Finance), Chairman	Shri Jaikumar Srinivasan
2	Govt. Nominee Director and FA, MOP	Shri. Ashish Upadhyaya
3	Director (Operations)	Shri. Ramesh Babu V.
4	Independent Director	Shri. Vivek Gupta
5	Independent Director	Smt. Sangitha Varier

(xiv) COMMITTEE OF THE BOARD FOR CONSIDERING THE PROPOSALS HAVING FINANCIAL IMPLICATION BEYOND PROVISIONS OF THE CONTRACT

The Committee has been constituted for considering the proposals having financial implication beyond provisions of the contracts and to make its recommendations to the Board of Directors.

CONSTITUTION:		
Designation		Name of the Director
1	Independent Director, Chairman	Shri Jitendra Tanna

2	Director (Projects)	Shri. U.K. Bhattacharya
3	Director (Finance)	Shri Jaikumar Srinivasan
4	Independent Director	Shri. Vidyadhar Vaishampayan
5	Independent Director	Smt. Sangitha Varier

(xv) COMMITTEE FOR SUPERVISING LEGAL MATTERS

The Committee has been constituted for supervising legal matters and giving guidance regarding handling of legal matters.

CONSTITUTION:		
Designation		Name of the Director
1	Govt. Nominee Director and AS/JS (Thermal)	Shri Piyush Singh
2	Director (in-Charge of Legal Department)	Shri. Dillip Kumar Patel
3	Director (Commercial)	Shri. C. K. Mondol

(xvi) COMMITTEE OF DIRECTORS ON FUEL MANAGEMENT AND DEVELOPMENT & OPERATION OF COAL BLOCKS

The Committee has been constituted to examine the proposal of tender committee for Development & Operation of Coal Blocks

CONSTITUTION:		
Designation		Name of the Director
a	Independent Director, Chairman	Shri. Vidyadhar Vaishampayan
b	Independent Director	Shri. Vivek Gupta
c	Independent Director	Shri. Jitendra Tanna
d	Independent Director	Smt. Sangitha Varier
e	Govt. Nominee Director and AS/JS (Thermal)	Shri Piyush Singh
f	Director (Finance)	Shri Jaikumar Srinivasan
g	Director (Operations)	Shri. Ramesh Babu V.
h	Director (Commercial)	Shri. C K Mondol

(xvii) Sub-Committee of Standing Committee of the Board regarding ensuring wholesome compliance with rules and regulations of the Government of India

The Committee has been constituted to ensure compliance with rules and regulations of the Government of India, along with the Directions and guidelines issued expressing the priorities of the Government

CONSTITUTION:		
Designation		Name of the Director
a	Director (Human Resources)	Shri. Dillip Kumar Patel
b	Director (Commercial)	Shri. C K Mondol
c	Govt. Nominee Director and AS/JS (Thermal)	Shri Piyush Singh