एनटीपीसी
NTPC
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: 14.01.2019

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

Sub: - Compliance Report on Corporate Governance for the Quarter ended December 31, 2018

Sir,

Please find enclosed Compliance Report on Corporate Governance for the quarter ended December 31, 2018 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

नान्दिनी 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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Annexure I

Format to be submitted by listed entity on quarterly basis

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

I. Composition of Board of Directors								
Title *(Mr./ Ms.)*	**Name of the Director**	**PAN$ & 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

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I. Composition of Board of Directors

Title *(Mr./ Ms.)*	Name of the Director	PAN$^{\$}$& 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.	Saptarshi Roy	DIN:03584600	Executive Director	Appointment: 01.11.2016	-	1	Nil	Nil
Mr.	Anand Kumar Gupta	DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	1	Nil	Nil
Dr. (Ms.)	Gauri Trivedi	DIN: 06502788	Independent Director	Appointment: 18.11.2015 upto 15.11.2018 Reappointed through Ministry of Power's Order No. 20/6/2017-Coord dated 22nd November 2018 w.e.f. 16.11.2018	Upto 15.11.2019	3	1	Nil
Mr.	Seethapathy Chander	DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 12.06.2019	1	3	1

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I. Composition of Board of Directors

Title *(Mr./ Ms.)*	Name of the Director	PAN$ & 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.	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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I. Composition of Board of Directors

Title *(Mr./ Ms.)*	Name of the Director	PAN$ & 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.	Kulamani Biswal		Executive Director	Cessation 08.12.2018	-	NA	NA	NA

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I. Composition of Board of Directors

Title *(Mr./ Ms.)*	Name of the Director	PAN$ & 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)*
		DIN: 03318539						
Mr.	K. Sreekant	DIN: 06615674	Non-executive Director	Cessation: 03.11.2018	-	NA	NA	NA

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 hypen
**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.*

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I. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)$
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
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 Sariputta Mishra	Senior Management Personnel - Member
4. Stakeholders' Relationship Committee	1. Shri M.P. Singh	Independent Director - Chairman
	2. Shri Subhash Joshi	Independent Director- Member
	3. Director (Finance) – position vacant	Executive Director - Member
	4. Shri Shashi Shekhar	Independent Director- Member

Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with hypen.

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)
01.07.2018	13.10.2018	46 days
28.07.2018	02.11.2018	
08.09.2018	19.12.2018	
20.09.2018		

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			
02.11.2018	Yes	28.07.2018	96 days

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Nomination & Remuneration Committee			
05.10.2018	Yes	28.07.2018	53 days
28.11.2018		20.09.2018	
Risk Management Committee			
10.12.2018	Yes	16.07.2018	146 days
Stakeholders' Relationship Committee			
02.11.2018	Yes	28.07.2018	96 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**
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**

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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 September 30, 2018 was placed before the Board on 02.11.2018 and the same was noted.

Nandini Sarkar

(Nandini Sarkar)
Company Secretary

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