एनटीपीसी
NTPC

एनटीपीसी लिमिटेड
(भारत सरकार का उद्यम)

**NTPC Limited**
*(A Govt. of India Enterprise)*

केन्द्रीय कार्यालय/ Corporate Centre

**Ref. No.:** 01:SEC:LA-2
**Dated:** 06.07.2018

| **Manager (Listing)** | **General Manager** |
|---|---|
| National Stock Exchange of India limited<br>"Exchange Plaza", Bandra-Kurla Complex<br>Bandra (E)<br>Mumbai –400 051 | Department of Corporate Services<br>Bombay Stock Exchange Limited<br>Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street<br>Mumbai-400 001 |

**Sub: - Compliance Report on Corporate Governance for the Quarter ended June 30, 2018**

Sir,

We are sending Compliance Report on Corporate Governance for the quarter ended on June 30, 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**

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

**Encl.:** As above

NTPC Limited
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NEW DELHI

के॰ पी॰ गुप्ता / K. P. GUPTA
कार्यकारी निदेशक एंव कम्पनी सचिव
Executive Director & Company Secretary
एनटीपीसी लिमिटेड / NTPC Limited
कोर-7, चतुर्थ तल / Core-7, 4th Floor
स्कोप कॉम्पलैक्स / SCOPE Complex
लोधी रोड, नई दिल्ली-3 / Lodi Road, New Delhi-3

Annexure I

**Format to be submitted by listed entity on quarterly basis**

1. **Name of the Company : NTPC LIMITED**
2. **Quarter ended on : JUNE 30, 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 | PAN: AJWPS1003J DIN: 00307037 | Chairperson/ Executive Director | Appointment: 04.02.2016 | - | 1 | Nil | Nil |

Annexure I

| 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. | 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: AAYPR6277N DIN:03584600 | 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$ & 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: AAFPT9010J 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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A Maharatna Company

Annexure I

## 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. | 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. Sreekant | 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 |

NTPC Limited ★ NEW DELHI ★

Annexure I

## 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)* |
|---|---|---|---|---|---|---|---|---|
| | | | | incumbent, or until further orders, whichever is the earliest) | | | | |
| Mr. | Vivek Kumar Dewangan | PAN: AFXPD5243G DIN: 01377212 | Nominee Director (Government) | Appointment: 28.04.2018 | - | 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 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 Sunil Jumde | Senior Management Personnel - Member |
| 4. Stakeholders' Relationship Committee | 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 28th March 2018) | Non-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) |
|---|---|---|
| 19.01.2018 | 28.04.2018 | 39 days |
| 31.01.2018 | 28.05.2018 | |
| 12.03.2018 | | |
| 29.03.2018 | | |
| | | |

## 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** | | | |
| 28.04.2018 | Yes | 31.01.2018 | 86 days |
| 28.05.2018 | | | |
| | | | |

| | | | |
|---|---|---|---|
| **Nomination & Remuneration Committee** | | | |
| 28.05.2018 | Yes | 05.03.2018 | 83 days |
| | | | |
| **Risk Management Committee** | | | |
| - | Yes | 14.02.2018 | - |
| | | | |
| **Stakeholders' Relationship Committee** | | | |
| 28.04.2018 | Yes | 31.01.2018 | 86 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, two Government Nominee Directors 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 14th December, 2017. The Government of India, through order dated 28.03.2018, had entrusted the additional charge of Director (Finance) of NTPC to Shri K. Sreekant, Director (Finance) of PGCIL for a period of six months w.e.f. 19.03.2018 or till the appointment of a regular incumbent or until further orders, whichever is the earliest. As per SEBI LODR Regulation 2015, there must be nine Independent Directors on the Board of NTPC as against seven Independent Directors in position.

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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 year and quarter ended March 31, 2018 was placed before the Board on 28.04.2018 and the same was noted.

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

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