



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) 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
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.

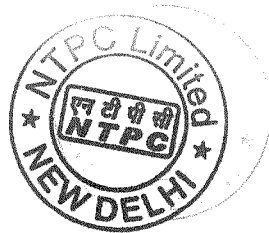
The above report shall be placed before the Board of Directors in its forthcoming meeting.

Thanking you,

Yours faithfully,
For NTPC Limited

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

Encl.: As above



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
लोधी रोड, नई दिल्ली-3 / Lodi Road, New Delhi-3

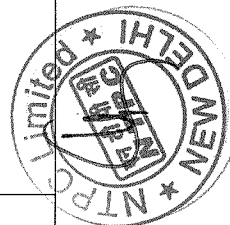


Annexure I

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 ^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: AJW/PS1003J DIN: 00307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil

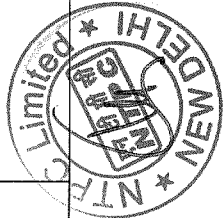




A Maharatna Company

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.	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



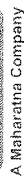


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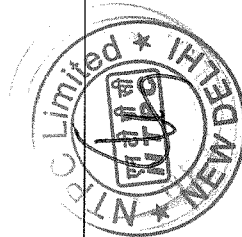
Annexure I

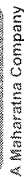
I. Composition of Board of Directors						
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)
						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
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1
Mr.	Mahendra Pratap Singh	PAN: ALJPS1023L DIN: 07937931	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1
Mr.	Pradeep Kumar Deb	PAN: AEJPD2340H DIN: 03424714	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1
Mr.	Shashi Shekhar	PAN: AOKPS1537C DIN: 01747358	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	Nil
Mr.	Subhash Joshi	PAN: ACRP16560F DIN: 07946219	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1
						Nil





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. 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



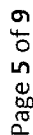


Title (<i>Mr./Ms.</i>)	Name of the Director	PAN's & DIN	Category (<i>Chairperson/Executive/Non-Executive/Independent/Nominee</i>)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (<i>Refer Regulation 25(1) of Listing Regulations</i>)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (<i>Refer Regulation 26(1) of Listing Regulations</i>)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (<i>Refer Regulation 26(1) of Listing Regulations</i>)
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

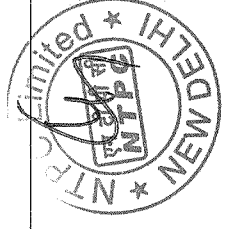
&Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

*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)^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
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

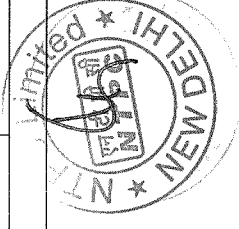




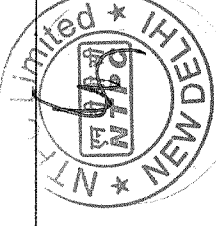
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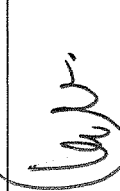
	5. Shri Sunil Jumde	Senior Management Personnel - Member
4. Stakeholders' Relationship Committee	1. Shri M.P. Singh	Independent Director - Chairman
	2. Shri Subhash Joshi	Independent Director- Member
	3. Shri K. Sreekant (holding the additional charge of Director (Finance) of NTPC as per Office Order No. 8/18/2017-Th.I dated 28 th 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 hyphen.	
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
Audit Committee		
28.04.2018	Yes	31.01.2018
28.05.2018		86 days



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/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.		
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 14 th 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) 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.		



Annexure I

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)
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को० 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
लोधी रोड, नई दिल्ली-3 / Lodi Road, New Delhi-3

