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: 14.10.2016

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 ending September 30, 2016
- Compliance Report on Corporate Governance for the Half-year ended on September 30, 2016

Sir,

We are sending the following reports 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:

(i) Compliance Report on Corporate Governance for the Quarter ending September 30, 2016
(ii) Compliance Report on Corporate Governance for the Half-year ended on September 30, 2016.

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

Thanking you,

Yours faithfully,
For NTPC Limited

(A.K. Rastogi)
Company Secretary &
Compliance Officer

Encl.: As above

ए. के. रस्तोगी/A.K. RASTOGI
कार्यकारी निदेशक (विधि) व कंपनी सचिव
Executive Director (Law) & Company Secretary
एनटीपीसी लिमिटेड/NTPC Limited
स्कोप कॉम्पलैक्स, लोधी रोड, नई दिल्ली–110003
SCOPE Complex, Lodhi Road, New Delhi-110003

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A Maharatna Company

Annexure I

Format to be submitted by listed entity on quarterly basis

1. **Name of the Company** : **NTPC LIMITED**
2. **Quarter ending on** : **SEPTEMBER 30, 2016**

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: 0307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil
Mr.	Anil Kumar Jha	PAN: AADPJ6971E DIN: 03590871	Executive Director	Appointment: 01.07.2012	-	1	Nil	Nil

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Mr.	Umesh Prasad Pani	PAN: AJFPP7052H DIN: 03199828	Executive Director	Appointment: 01.03.2013	-	1	1	Nil
Mr.	Subhash Chandra Pandey	PAN: ACOPP9506C DIN: 03142319	Executive Director	Appointment: 01.10.2013	-	1	1	Nil
Mr.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013	-	2	2	Nil
Mr.	Kaushal Kishore Sharma	PAN: AVCPS7877G DIN: 03014947	Executive Director	Appointment: 01.11.2014	-	1	2	Nil
Mr.	Pradeep Kumar	PAN: AFIPK0993F DIN: 05125269	Nominee Director (Government)	Appointment: 10.09.2013	-	2	2	Nil
Mr.	Rajesh Jain	PAN: AABPJ6321J DIN: 00103150	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	1	1	Nil
Dr. (Ms.)	Gauri Trivedi	PAN: AAFPT9010J DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	2	2	Nil
Mr.	Aniruddh Kumar	PAN: AAGPK9123Q DIN: 07325440	Nominee Director (Government)	Appointment: 25.02.2016	-	1	Nil	Nil
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1	2	2
Mr.	Prashant Mehta	PAN: AIJPM8339H DIN: 02284299	Independent Director	Cessation 29.07.2016	-	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*

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entity in continuity without any cooling off period.

II. 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 Rajesh Jain	Independent Director - Member
	4. Dr. Pradeep Kumar	Nominee Director (Government) - Member
2. Nomination & Remuneration Committee	1. Shri Seethapathy Chander	Independent Director- Member
	2. Shri Gurdeep Singh	Chairperson/ Executive - Member
	3. Dr. Gauri Trivedi	Independent Director - Member
	4. Shri Rajesh Jain	Independent Director - Member
3. Risk Management Committee	1. Shri A.K. Jha	Executive Director - Chairman
	2. Shri S.C. Pandey	Executive Director - Member
	3. Shri K.K. Sharma	Executive Director - Member
	4. Shri S. Roy	Senior Management Personnel - Member
	5. Shri Sharad Anand	Senior Management Personnel - Member

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4. Stakeholders' Relationship Committee	1. Dr. Gauri Trivedi	Independent Director - Chairman
	2. Shri Seethapathy Chander	Independent Director- Member
	3. Shri U.P. Pani	Executive Director - Member
	4. Shri K. Biswal	Executive 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.

III. 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)
28.04.2016	29.07.2016	36 days
30.05.2016	22.08.2016	
22.06.2016	03.09.2016	

IV. 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			
29.07.2016	Yes	28.04.2016	59 days
22.08.2016	Yes	30.05.2016	
Nomination & Remuneration Committee			
-	-	-	-

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Risk Management Committee			
-	Yes	09.06.2016	-
Stakeholders' Relationship Committee			
28.07.2016	Yes	28.04.2016	90 days

**This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

V. 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.*

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – **No.***
   As per the optimum composition of the Board, there must be eight Independent Directors as on date as against three Independent Directors on the Board of NTPC. Further as on date, one position of whole-time director is vacant. NTPC, being a Government Company, the power to appoint the Director vests with the President of India. NTPC is, from time to time, requesting Ministry of Power to appoint the requisite number of Independent Directors on the Board, so that the Company remains compliant with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 June 30, 2016 was placed before the Board on 29.07.2016 and the same was noted.

(A.K. RASTOGI)
Company Secretary

ए. के. रस्तोगी/A.K. RASTOGI
कार्यकारी निदेशक (विधि) व कंपनी सचिव
Executive Director (Law) & Company Secretary
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NTPC LIMITED

Corporate Governance Report for the half-year ended on September 30, 2016

I Affirmations

Broad heading	*Regulation Number*	*Compliance status(Yes/No/NA)*[refer note below]
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

(A.K. Rastogi)
Company Secretary & Compliance Officer

ए. के. रस्तोगी/A.K. RASTOGI
कार्यकारी निदेशक (विधि) व कंपनी सचिव
Executive Director (Law) & Company Secretary
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