

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of the Listed Entity : NTPC Limited  
2. Quarter ending : March 31, 2020

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorships in listed entities including this listed entity [in reference to provision to Regulation 17A(1)]	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	00307037	Chairperson/ Executive Director	04.02.2016	20.09.2016		-	07.07.1965	NA	-	1	0	0	0
Mr.	Saptarshi Roy	03584600	Executive Director	01.11.2016	20.09.2017	31.3.2020	-	23.03.1960	NA	-	1	0	0	0
Mr.	Anand Kumar Gupta	07269906	Executive Director	03.02.2017	20.09.2017		-	15.07.1960	NA	-	2	0	1	0
Mr.	Mahendra Pratap Singh	07937931	Independent Director	24.10.2017	20.09.2018		Upto 07.09.2020	08.07.1955	NA	-	2	2	1	2
Mr.	Pradeep Kumar Deb	03424714	Independent Director	24.10.2017	20.09.2018		Upto 07.09.2020	10.09.1953	NA	-	1	1	1	0
Mr.	Shashi Shekhar	01747358	Independent Director	24.10.2017	20.09.2018		Upto 07.09.2020	28.12.1956	NA	-	1	1	1	0
Mr.	Subhash Joshi	07946219	Independent Director	24.10.2017	20.09.2018		Upto 07.09.2020	15.02.1954	NA	-	1	1	1	0
Mr.	Vinod Kumar	00955992	Independent Director	24.10.2017	20.09.2018		Upto 07.09.2020	04.04.1956	NA	-	1	1	0	1
Mr.	Prakash Tiwari	08003157	Executive Director	31.01.2018	20.09.2018		-	01.05.1960	NA	-	1	0	1	0
Mr.	Vivek Kumar Dewangan	01377212	Nominee Director (Governor)	28.04.2018	20.09.2018		-	14.04.1967	NA	-	1	0	0	0
Dr.	Bhim Singh	08189580	Independent Director	30.07.2018	20.09.2018		Upto 16.07.2021	01.01.1956	NA	-	1	1	0	0
Dr.	K.P. Kylasanatha Pillay	08189583	Independent Director	30.07.2018	20.09.2018		Upto 16.07.2021	11.04.1956	NA	-	1	1	0	0
Mr.	Anil Kumar Gautam	08293632	Executive Director	18.10.2019	-		-	25.05.1962	NA	-	1	0	1	1
Mr.	Ashish Upadhyaya	06855349	Nominee Director (Governor)	22.1.2020	-		-	24.9.1964	NA	-	1	0	0	0

Yes whether Regular Chairperson appointed

Chairman is  
Chairman &  
Managing  
Director of the  
Company

Whether Chairperson is related to managing director or CEO

<sup>§</sup> 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.

## II. Composition of Committee

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)\$	Date of Appointment	Date of Cessation
<b>1. Audit Committee</b>	Yes				
		1. Shri Vinod Kumar	Independent Director - Chairperson	22/1/2020	-
		2. Shri M.P. Singh	Independent Director - Member	13/11/2017	-
		3. Shri Pradeep Kumar Deb	Independent Director - Member	13/11/2017	-
		4. Shri Ashish Upadhyay	Non-Executive Director - Government Nominee Director - Member	22/1/2020	-
<b>2. Nomination &amp; Remuneration Committee including PRP</b>	Yes				
		1. Dr. Bhim Singh	Independent Director - Member	21/1/2020	-
		2. Shri Vinod Kumar	Independent Director - Member	13/11/2017	-
		3. Shri Pradeep Kumar Deb	Independent Director - Chairperson	13/11/2017	-
<b>3. Risk Management Committee (if applicable)</b>	Yes				
		1. Shri A. K. Gupta*	Executive Director - Chairman	12-01-2019	-
		2. Shri Prakash Tiwari	Executive Director - Member	31/1/2018	-
		3. Shri S. P. S. Virk	Senior Management Personnel - Member	03-06-2020	-
		*Director (Projects)- Position vacant. Shri A.K. Gupta, Director (Commercial) is holding the additional charge of the post of Director (Projects)			-
<b>4. Stakeholders' Relationship Committee</b>	Yes				
		1. Shri M.P. Singh	Independent Director - Chairperson	13/11/2017	-
		2. Shri Subhash Joshi	Independent Director - Member	13/11/2017	-
		3. Shri Anil Kumar Gautam	Executive Director (Finance)- Member	18/10/2019	-
		4. Shri Shashi Shekhar	Independent Director - Member	07-01-2018	-

\$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.

### 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	Whether requirement of Quorum met*	Number of directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
18.10.2019	27.1.2020	Yes	12	6	79 days
09.11.2019	7.2.2020	Yes	12	5	
	19.3.2020	Yes	8	2	

\*to be filled for the current quarter only

#### IV. Meetings of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of directors present*	Number of independent directors present*	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
27.1.2020	Yes	3	3	09.11.2019	79 days
7.2.2020	Yes	4	3		
Nomination & Remuneration Committee					
7.2.2020	Yes	3	2	18.10.2019	91 days
				08.11.2019	
Risk Management Committee					
-	-	-	-	25.11.2019	127 days#
Stakeholders' Relationship Committee					
-	-	-	-	29.11.2019	123 days#

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

# Calculated from Previous meeting till 31st March, 2020

## V. Related Party Transactions

<b>Subject</b>	<b>Compliance Status (Yes/ No/ NA) refer note below</b>
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 the 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.*

<b>VI. Affirmations</b>	
1.	<p>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – <b>Yes*</b></p> <p>As on 31st March, 2020, NTPC has five functional directors including Chairman &amp; Managing Director, two Government Nominee Director and seven Independent Directors on the Board.</p> <p>As per Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no woman independent director on the Board of NTPC w.e.f. 16.11.2019.</p> <p>NTPC being Government Company under Section 2 (45) of the Companies Act, 2013, as per the Articles of Association of the Company, the power to appoint or remove the Directors vests with the President of India. We have, accordingly, written to our Administrative Ministry i.e. Ministry of Power requesting them to appoint a woman independent director on the Board of NTPC so as to comply with Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
2.	<p>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee - <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee - <b>Yes</b></p> <p>c. Stakeholders' Relationship Committee - <b>Yes</b></p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) - <b>Yes</b></p>
3.	<p>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <b>Yes</b></p>
4.	<p>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 - <b>Yes</b></p>
5.	<p>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 quarter ended December, 2019 was placed before the Board on 27.1.2020 and the same was noted.</p>

**Nandini Sarkar**  
**Company Secretary & Compliance Officer**

## NTPC LIMITED

### Corporate Governance Report for the Financial Year 2019-20

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/N.A.)</b>
<b>As per Regulation 46(2) of LODR</b>	
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various Committees of Board of Directors	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/Whistle Blower policy	Yes
Criteria of making payments to non-executive Directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization Programmes imparted to Independent Directors	Yes
E-mail address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of Analyst or Institutional Investor Meet and presentation made by the Listed Entity to Analysts or Institutional Investors simultaneously with submission to Stock Exchange	Yes
New name and the old name of the listed entity	N.A.
Advertisement as per Regulation 47(1)	Yes
Credit Rating or revision in Credit Rating obtained by the Entity for all its outstanding Instruments	Yes
Separate Audited Financial Statements for each Subsidiary of the Listed Entity in respect of a relevant financial year	Yes

As per other regulations of the LODR		
Whether Company has provided information under separate section on its website as per Regulation 46(2)		Yes
Materiality Policy as per Regulation 30		Yes
Dividend Distribution policy as per Regulation 43A (as applicable)		Yes
It is certified that these contents on the website of the listed entity are correct		Yes
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/N.A.)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes. <i>Please see Note 1.</i>
Board composition	17(1), 17(1)(a) & 17(1)(b)	Yes. <i>Please see Note 1.</i>
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	No. <i>Please see Note 2.</i>
Recommendation of Board	17(11)	Yes
Maximum Number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes



Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1),(1A)(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.
Disclosure of Related Party Transactions on Consolidated Basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of Directors and senior management	26(2) & 26(5)	Yes



A Maharatna Company

**Note(s):**

1. *As per Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there is no woman independent director on the Board of NTPC w.e.f. 16.11.2019. NTPC being Government Company under Section 2 (45) of the Companies Act, 2013, as per the Articles of Association of the Company, the power to appoint or remove the Directors vests with the President of India. We have, accordingly, written to our Administrative Ministry i.e. Ministry of Power requesting them to appoint a woman independent director on the Board of NTPC so as to comply with Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
2. *NTPC is a Government Company, therefore, tenure, performance evaluation and extension of term of Independent Directors is being decided by the Government of India and therefore, it is not within the control of the Company.*

**III. Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied, wherever required.

**(Nandini Sarkar)**  
**Company Secretary & Compliance Officer**  
**Place: New Delhi**  
**Date: 15.5.2020s**