



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: 11.10.2017

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 ending
September 30, 2017**

Sir,

We are sending Compliance Report on Corporate Governance for the quarter ending September 30, 2017 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)
Company Secretary &
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

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110003
कार्पोरेट पहचान नम्बर: L40101DL1975GO1007966 टेलीफोन नं.: 011-24387333 फैक्स नं.: 011-24361018 ईमेल : ntpccc@ntpc.co.in वेबसाइट : www.ntpc.co.in

Registered Office : NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003
Corporate Identification Number : L40101DL1975GO1007966 Tel. : 011-24387333 Fax : 011-24361018 E-mail : ntpccc@ntpc.co.in
Website : www.ntpc.co.in



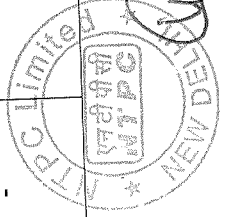
A Maharatna Company

Annexure I

Format to be submitted by listed entity on quarterly basis

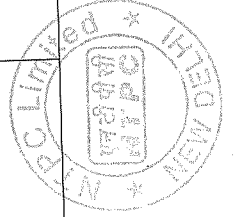
1. Name of the Company : NTPC LIMITED
2. Quarter ending on : SEPTEMBER 30, 2017

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)
Mr.	Gurdeep Singh	PAN: AJWPS1003J DIN: 00307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	Nil
Mr.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013	-	4
Mr.	Kaushal Kishore Sharma	PAN: AVCPS7877G DIN: 03014947	Executive Director	Appointment: 01.11.2014	-	2
Mr.	Saptarshi Roy	PAN: AA YPR6277N DIN: 03584600	Executive Director	Appointment: 01.11.2016	-	1



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.	Anand Kumar Gupta	PAN: AAAPG0800E DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	1	1	Nil
Mr.	Aniruddha Kumar	PAN: AAGPK9123Q DIN: 07325440	Nominee Director (Government)	Appointment: 25.02.2016	-	1	Nil	Nil
Mr.	Rajesh Jain	PAN: AABPI6321J DIN: 00103150	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	1	2	Nil
Dr. (Ms.)	Gauri Trivedi	PAN: AAFPT9010J DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	2	2	1
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1	3	1
Mr.	Anil Kumar Jha	PAN: AADPJ6971E DIN: 03590871	Executive Director	Cessation: 31.07.2017	-	NA	NA	NA



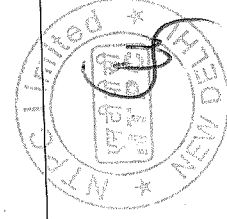
I. Composition of Board of Directors

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.	Subhash Chandra Pandey	PAN: ACOPP9506C DIN: 03142319	Executive Director	Cessation: 31.08.2017	-	NA	NA	NA
Dr.	Pradeep Kumar	PAN: AFIPK0993F DIN: 05125269	Nominee Director (Government)	Cessation: 31.07.2017	-	NA	NA	NA

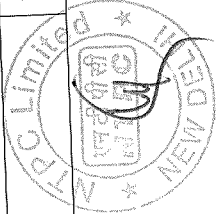
PAN number of any Director would not be displayed on the website of Stock Exchange

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

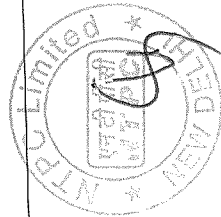
*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



I. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^s
1. Audit Committee	1. Shri Seethapathy Chander	Independent Director- Chairman
	2. Dr. Gauri Trivedi	Independent Director - Member
	3. Shri Rajesh Jain	Independent Director - Member
	4. Position Vacant	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 - Chairperson
	4. Shri Rajesh Jain	Independent Director - Member
3. Risk Management Committee	1. Shri Gurdeep Singh* (holding the charge of Director (Technical) of NTPC as per Office Order No. 8/4/2017-Th-I dated 26.07.2017)	Executive Director - Chairman
	2. Shri S. Roy* (holding the charge of Director (Projects) of NTPC as per Office Order No. 8/6/2017- Th-I dated 10.08.2017)	Executive Director - Member
	3. Shri K.K. Sharma	Executive Director - Member



4. Stakeholders' Relationship Committee	4. Sh. P. Purkayastha	Senior Management Personnel – Member (Retired on 30.09.2017)	
	5. Shri P.M. Prasad	Senior Management Personnel - Member	
	1. Dr. Gauri Trivedi	Independent Director - Chairman	
	2. Shri Rajesh Jain	Independent Director- Member	
	3. Shri K. Biswal	Executive Director - Member	
	4. Shri S. Roy	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 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)	
19.04.2017	29.07.2017	61 days	
29.05.2017	31.08.2017		
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			
29.07.2017	Yes	18.05.2017	98 days
		29.05.2017	
Nomination & Remuneration Committee			
31.08.2017	Yes	29.05.2017	94 days





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Risk Management Committee		-	-
Stakeholders' Relationship Committee		29.05.2017	61 days
29.07.2017		Yes	
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional			
IV. Related Party Transactions		Compliance Status (Yes/No/NA) refer note below	
Subject		Yes	
Whether prior approval of audit committee obtained		NA	
Whether shareholder approval obtained for material RPT		Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			
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. - No.* As per the optimum composition of the Board, there must be nine Independent Directors as on date as against three Independent Directors on the Board of NTPC. 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. As on 30.09.2017, NTPC had five functional Directors including CMD, one Government Nominee Director and three Independent Directors on the Board.			
Ministry of Power, through Office Order No. 1/38/96-PG(Vol-III) dated 08.09.2017 has nominated five Independent Directors on the Board of NTPC.			
The appointment of five Independent Directors shall be made by the Board in due course.			
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
a. Audit Committee - Yes			



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- 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 June 30, 2017 was placed before the Board on 29.07.2017 and the same was noted.

(K.P. GUPTA)
Company Secretary

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

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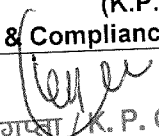


NTPC LIMITED

Corporate Governance Report for the half-year ended on September 30, 2017

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)	No. Dr. (Ms.) Gauri Trivedi, Independent Director and the Chairperson of the Nomination and Remuneration Committee could not attend the Meeting due to her other pre-occupation. However, other members of these Committees were present in the Meeting.
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.		

(K.P. GUPTA)
Company Secretary & Compliance Officer


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