



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: 12.10.2018

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 and half-year ended September 30, 2018

Sir,

Please find enclosed Compliance Report on Corporate Governance for the quarter and half-year ended September 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

Nandini Sarkar

(Nandini Sarkar)
Company Secretary &
Compliance Officer

Encl.: As above



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

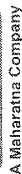
1. Name of the Company : NTPC LIMITED
2. Quarter ended on : SEPTEMBER 30, 2018

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	DIN: 00307037	Chairperson/ Executive Director	Appointment: 04.02.2016	-	1	Nil	Nil
Mr.	Kulamani Biswal	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



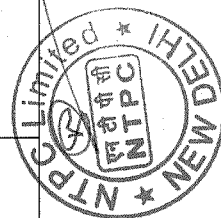
I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer 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.	Saptarshi Roy	DIN:03584600	Executive Director	Appointment: 01.11.2016	-	1	Nil	Nil
Mr.	Anand Kumar Gupta	DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	1	Nil	Nil
Dr. (Ms.)	Gauri Trivedi	DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 15.11.2018	2	1	Nil
Mr.	Seethapathy Chander	DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 12.06.2019	1	3	1
Mr.	Mahendra Pratap Singh	DIN: 07937931	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	2	1
Mr.	Pradeep Kumar Deb	DIN: 03424714	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Shashi Shekhar	DIN: 01747358	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	Nil	Nil
Mr.	Subhash Joshi	DIN: 07946219	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Vinod Kumar	DIN: 00955992	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	0	Nil





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.	Susanta Kumar Roy	DIN: 07940997	Executive Director	Appointment: 19.01.2018	-	1	1	Nil
Mr.	Prasant Kumar Mohapatra	DIN: 07800722	Executive Director	Appointment: 31.01.2018	-	1	Nil	Nil
Mr.	Prakash Tiwari	DIN: 08003157	Executive Director	Appointment: 31.01.2018	-	1	1	Nil
Mr.	K. Sreekant	DIN: 06615674	Non-executive Director	Appointment: 29.03.2018 (re-appointed for a period of six months w.e.f. 19.09.2018 or till the appointment of a regular incumbent, or until further orders, whichever is the earliest)	-	2	2	Nil

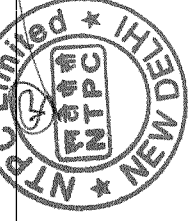


I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer 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.	Vivek Kumar Dewangan	DIN: 01377212	Nominee Director (Government)	Appointment: 28.04.2018	-	2	2	-
Mr.	Bhim Singh	DIN: 08189580	Independent Director	Appointment: 30.07.2018	Upto 16.07.2021	1	-	-
Mr.	K.P. Kylasanatha Pillay	DIN: 08189583	Independent Director	Appointment: 30.07.2018	Upto 16.07.2021	1	-	-
Ms.	Archana Agrawal	DIN: 02105906	Nominee Director (Government)	Appointment: 07.08.2018	-	1	-	-
Mr.	Aniruddha Kumar	DIN: 07325440	Nominee Director (Government)	Cessation: 30.07.2018	-	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.								

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

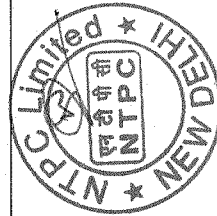
& Category of Directors means executive/non-executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen
*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of 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
	5. Shri Sunil Jumde	Senior Management Personnel – Member



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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 27 th August 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)
28.04.2018	01.07.2018	41 days
28.05.2018	28.07.2018	
	08.09.2018	
	20.09.2018	
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		
28.07.2018	Yes	28.04.2018
		28.05.2018
		60 days



Nomination & Remuneration Committee			
28.07.2018	Yes	28.05.2018	60 days
20.09.2018			
Risk Management Committee			
16.07.2018	Yes	-	-
Stakeholders' Relationship Committee			
28.07.2018	Yes	28.04.2018	90 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			
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			



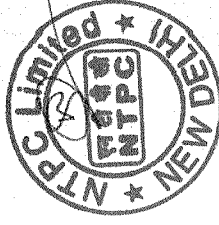
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3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
4. The meetings of the Board of Directors and the above committees 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, 2018 was placed before the Board on 28.07.2018 and the same was noted.

Nandini Sarkar

(Nandini Sarkar)
Company Secretary

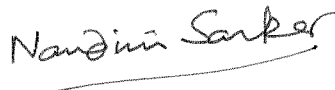




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NTPC LIMITED

Corporate Governance Report for the half-year ended on September 30, 2018

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.		
<div style="text-align: right;"> (Nandini Sarkar) Company Secretary & Compliance Officer</div>		