



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय / Corporate Centre

Ref. No.: 01:SEC:LA-2

Dated: 12.01.2018

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 ending
December 31, 2017**

Sir,

We are sending Compliance Report on Corporate Governance for the quarter ending December 31, 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

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

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, 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, Lodi Road, New Delhi-110003

Corporate Identification Number : L40101DL1975GOI007966, Telephone No.: 011-24387333, Fax No.: 011-24361018, E-mail : ntpccc@ntpc.co.in

Website : www.ntpc.co.in



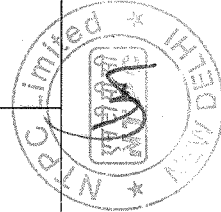
A Maharatna Company

Annexure I

Format to be submitted by listed entity on quarterly basis

1. Name of the Company : NTPC LIMITED
2. Quarter ending on : DECEMBER 31, 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)	Number of memberships in Audit/ Stakeholder Committee(s) 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	-	1	Nil
							No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
							Nil



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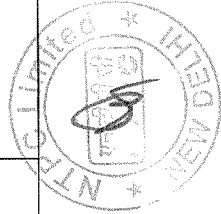
I. Composition of Board of Directors							
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer 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.	Kulamani Biswal	PAN: ACRPB3527A DIN: 03318539	Executive Director	Appointment: 09.12.2013 (under order of the Ministry of Power, Government of India dated 14.12.2017)	-	1	1
Mr.	Saptarshi Roy	PAN: AAYPR6277N DIN: 03584600	Executive Director	Appointment: 01.11.2016	-	1	1
Mr.	Anand Kumar Gupta	PAN: AAAPG0800E DIN: 07269906	Executive Director	Appointment: 03.02.2017	-	1	2
Mr.	Aniruddha Kumar	PAN: AAGPK9123Q DIN: 07325440	Nominee Director (Government)	Appointment: 25.02.2016	-	1	Nil



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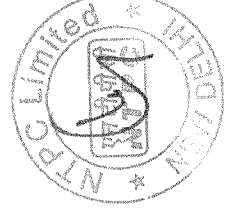
Annexure I

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)	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)
Dr. (Ms.)	Gauri Trivedi	PAN: AAFT9010J DIN: 06502788	Independent Director	Appointment: 18.11.2015	Upto 17.11.2018	2	1	Nil
Mr.	Seethapathy Chander	PAN: BDLPS0626R DIN: 02336635	Independent Director	Appointment: 22.06.2016	Upto 21.06.2019	1	3	1
Mr.	Mahendra Pratap Singh	PAN: AIJPS1023L DIN: 07937931	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	2	1
Mr.	Pradeep Kumar Deb	PAN: AEJPD2340H DIN: 03424714	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil
Mr.	Shashi Shekhar	PAN: AOKPS1537C DIN: 01747358	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	Nil	Nil
Mr.	Subhash Joshi	PAN: ACRPJ6560F DIN: 07946219	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	1	Nil

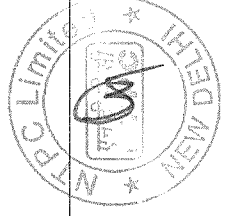


I. Composition of Board of Directors							
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer 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)
Mr.	Vinod Kumar	PAN: ABRPK4466E DIN: 00955992	Independent Director	Appointment: 24.10.2017	Upto 07.09.2020	1	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.	Rajesh Jain	PAN: AABPJ6321J DIN: 00103150	Independent Director	Cessation: 10.10.2017	-	NA	NA
Mr.	Kaushal Kishore Sharma	PAN: AVCPS7877G DIN: 03014947	Executive Director	Cessation: 31.10.2017	-	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 Director. 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 M.P. Singh	Independent Director - Member
	4. Shri Pradeep Kumar Deb	Independent Director - Member
	5. Position Vacant	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 Gurdeep Singh (holding the charge of Director (Technical) of NTPC as per Office Order No. 8/4/2017-Th-I dated 09.11.2017)	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 01.12.2017 and the charge of Director (Finance) of NTPC as per Office	Executive Director - Member

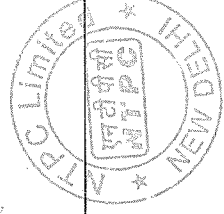




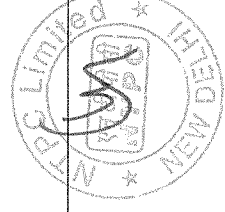
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4. Stakeholders' Relationship Committee	Order No. dated 8/18/2017-Th-I dated 19.12.2017)	
	3. Shri A.K. Gupta (holding the charge of Director (Operations) of NTPC as per Office Order No. 8/9/2017-Th-I dated 17.10.2017)	Executive Director - Member
	4. Sh. Mohit Bhargava	Senior Management Personnel – Member
	5. Shri P.M. Prasad	Senior Management Personnel - Member
	1. Shri M.P. Singh	Independent Director - Chairman
	2. Shri Subhash Joshi	Independent Director- Member
	3. Shri S. Roy (holding the charge of Director (Projects) of NTPC as per Office Order No. 8/6/2017-Th-I dated 01.12.2017 and the charge of Director (Finance) of NTPC as per Office Order No. dated 8/18/2017-Th-I dated 19.12.2017)	Executive Director - Member
	4. Shri Vinod Kumar	Independent Director- Member
	<i>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.</i>	
	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)
29.07.2017	24.10.2017	53 days
31.08.2017	13.11.2017	
	20.12.2017	
	20.12.2017	
	29.12.2017	

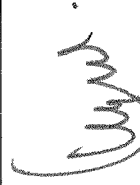


III. Meeting of Committees				
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee				
13.11.2017	Yes	29.07.2017	106 days	
Nomination & Remuneration Committee				
13.11.2017	Yes	31.08.2017	73 days	
Risk Management Committee				
23.11.2017	Yes	-	-	
Stakeholders' Relationship Committee				
13.11.2017	Yes	29.07.2017	106 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***
 * As on 31.12.2017, NTPC had four functional Directors including CMD, one Government Nominee Director and seven Independent Directors on the Board. Out of the four Functional Directors, Shri K. Biswal, Director (Finance) is under suspension by the order of the Ministry of Power, Government of India dated 14th December, 2017.
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 September 30, 2017 was placed before the Board on 24.10.2017 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
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