

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the system of practices, processes, policies and rules and processes by which a company is directed, administered or controlled and it is aimed to allocate resources of the Company in a manner that maximizes value for all stakeholders i.e. shareholders, investors, employees, customers, suppliers, environment and the community. Corporate Governance casts responsibility on the officials at the helm of the affairs of the Company to be accountable to its stakeholders by evaluating their decisions on the parameters of transparency, conscience, fairness, accountability and professionalism.

NTPC is adhering to the best recognized corporate governance practices and continuously benchmarking itself against each such practice in our endeavour to meet the expectations of the stakeholders.

1. CORPORATE GOVERNANCE PHILOSOPHY

Our Corporate Governance philosophy has been scripted as under:

“As a good corporate citizen, our Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability besides building confidence in its various stakeholders, thereby paving the way for long term success.”

The above philosophy of corporate governance is guiding us in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and all other stakeholders.

2. THE BOARD OF DIRECTORS

The Board is at the core of our corporate governance practice and entrusted with the responsibility of the management, general affairs, direction, performance and long-term success of business as a whole. The Board reviews and approves management's strategic plan & business objectives and monitors the Company's strategic direction. The Board of Directors function in accordance

with the powers delegated under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {hereinafter referred as SEBI LODR}, Memorandum & Articles of Association, Maharatna Guidelines issued by DPE vide Office Memorandum dated 19th May, 2010 and other guidelines issued by the Government of India from time to time, as may be applicable on the Company.

2.1 Size & Composition of the Board

NTPC is Government Company within the meaning of Section 2(45) of the Companies Act, 2013. As per the provisions of the Articles of Association of the Company, the strength of Board shall not be less than four Directors or more than twenty Directors. The Articles of Association further provide that the power to appoint Directors vests with the President of India. Presently, the sanctioned strength of the Board of Directors is as under:

- (i) Six Functional Directors including the Chairman & Managing Director,
- (ii) Two Government Nominee Directors and
- (iii) Eight Independent Directors as per the requirement of the SEBI LODR.

Ministry of Power, through Order No. 8/20/2018-Th.I dated 22.08.2019 had conveyed approval of competent authority to abolish the post of Director (Technical), NTPC Limited. Accordingly, the posts of functional directors were reduced to six (6) from seven (7).

As on 31st March, 2020, the Board of Directors has an optimum combination of Executive/ Functional Directors and Non-Executive Directors. Details of the Board of Directors as on 31st March 2020 including details of other directorships & Membership/Chairmanship of Committees of Directors are as follows:

S. No.	Names of Directors	Designation	No. of other Directorship in other Companies	Directorship in Listed entity & Category	No. of Committee membership in other Public Companies	
					As Chairman	As Member
1.	Shri Gurdeep Singh	Chairman & Managing Director	1	-	-	-
2.	Shri Saptarshi Roy ¹	Director (HR)	6	-	-	-
3.	Shri A.K.Gupta ²	Director (Commercial)	8	PTC India Limited-- Non – Executive Director	-	1
4.	Shri Prakash Tiwari ³	Director (Operations)	2	-	-	-
5.	Shri A.K.Gautam ⁴	Director (Finance)	1	-	-	1
6.	Shri Ashish Upadhyaya ⁵	Govt. Nominee Director	-	-	-	-



S. No.	Names of Directors	Designation	No. of other Directorship in other Companies	Directorship in Listed entity & Category	No. of Committee membership in other Public Companies	
					As Chairman	As Member
7.	Shri Vivek Kumar Dewangan	Govt. Nominee Director	3	-	-	-
8.	Shri M.P.Singh	Independent Director	1	Scooters India Ltd.- Non- Executive Director	1	1
9.	Shri P.K.Deb	Independent Director	-	-	-	-
10.	Shri Shashi Shekhar	Independent Director	2	-	-	1
11.	Shri Vinod Kumar	Independent Director	-	-	-	-
12.	Shri Subhash Joshi	Independent Director	-	-	-	-
13.	Dr. K. P. Kylasanatha Pillay	Independent Director	-	-	-	-
14.	Dr. Bhim Singh	Independent Director	-	-	-	-

1. Ceased to be Director on 31st March 2020. Shri Dillip Kumar Patel has been appointed as Director (HR) on 1st April 2020.
2. Ceased to be Director on 31st July 2020, Shri Chandan Kumar Mondol has been appointed as Director (Commercial) on 1st August 2020.
3. Ceased to be Director on 30th April, 2020. Shri Ramesh Babu V has been appointed as Director (Operations) on 1st May 2020.
4. Appointed as Director on 18th October 2019.
5. Appointed as Director on 22nd January 2020.

Shri Dillip Kumar Patel has been appointed Director (Human Resource) on 1st April 2020 till the date of his superannuation or until further orders, whichever is the earlier, pursuant to provisions of Article 41 of the Articles of Association of NTPC Limited and order No. 8/4/2019-Th.-1 dated 31st December, 2019 issued by the Ministry of Power on behalf of President of India.

Shri Ramesh Babu V. has been appointed Director (Operations) on 1st May 2020 till the date of his superannuation or until further orders, whichever is the earlier, pursuant to provisions of Article 41 of the Articles of Association of NTPC Limited and order No. 8/7/2019-Th.1 dated 25th March, 2020 issued by the Ministry of Power on behalf of President of India.

Further, Shri Chandan Kumar Mondal has been appointed Director (Commercial) on 1st August 2020 till the date of his superannuation or until further orders, whichever is the earlier, pursuant to provisions of Article 41 of the Articles of Association of NTPC Limited and order No. 8/15/2019-Th.1 (A-1) dated 10th June 2020 issued by the Ministry of Power on behalf of President of India.

None of the directors on Board is a member of more than 10 Committees or Chairperson of more than 5 Committees across all the listed companies in which they are a Director.

During 2019-20, the constitution of the Board of Directors was as per the requirements of Companies Act 2013, DPE Guidelines on Corporate Governance and SEBI LODR, except:

1. from 1st July, 2019 to 11th July, 2019 the number of independent directors were less than 50% of total number of Directors

2. from 16th November 2019 to 31st March 2020, when the position of woman Independent Director was vacant due to cessation of Dr. Gauri Trivedi on 15th November, 2019.

As NTPC is a Government Company, the matter of appointment of Woman Independent Director has been taken up with the Administrative Ministry.

None of Directors of the Company is inter-se related to other directors of the Company.

2.2 Tenure of Directors

The Chairman & Managing Director and other whole-time Directors are generally appointed for a period of five years from the date of taking over the charge or until the date of superannuation or until further orders from the Government of India, whichever event occurs earliest. The tenure of the whole-time director can be extended further by the Government of India till the age of superannuation i.e. 60 years. Independent Directors are generally appointed by the Government of India for tenure of three years. Government Nominee Directors are appointed on ex- office basis during their tenure in Ministry of Power (MOP).

2.3 Resume of Directors

Brief resume of directors seeking appointment or re-appointment at the Annual General Meeting is appended to the Notice calling the Annual General Meeting.

2.4 Core competencies of Directors:

Being a Government Company, appointment of Directors are made by the Government of India in accordance with the DPE Guidelines.

The Board of Directors, in its 251st meeting held on 25th November 2003, had approved the job description, qualification and experience for Board level posts including that of the Chairman & Managing Director. The desirable qualification and experience of the incumbents are as per the requirements in the functional areas i.e. Finance, Operations, Projects, Human Resource and Commercial. At the time of recruitment of the Functional Directors, job description, desirable qualification & experience of candidates are sent to the Public Enterprise Selection Board through the Administrative Ministry for announcement of vacancy and recruitment of candidates.

Further, Board of Directors, in 288th meeting held on 26th June 2006, had deliberated on the areas of expertise of Independent Directors required on the Board of the Company. In the above Board meeting, the Board decided that the Independent Directors, to be nominated by the Government of India on the Board of NTPC should be having expertise in the diverse areas like Economics, Human Resources Management, Regulatory Framework, Management Consultant, Research and Development, academics, Energy & Power Sector, Finance & Banking etc.

As per the requirement of the SEBI LODR, the skills/expertise of Directors are given in Annexure-I.

2.5 Board Meetings

The meetings of the Board of Directors are convened by giving appropriate advance notices. To address any urgent needs, sometimes Board meetings are also called at a shorter notice subject to observance of statutory

provisions. In case of urgency, resolutions are also passed through circulation, if permitted under the statute.

Detailed agenda notes, management reports and other explanatory statements are normally circulated at least a week before the Board Meeting in a defined format amongst the Board Members for facilitating meaningful, informed and focused discussions in the meeting. In exceptional cases, where it is not possible to circulate documents in advance, the same is tabled during the meeting with the approval of Chairman & Managing Director and with the consent of a majority of the Directors present in the Meeting, including at least one Independent Director present at the meeting. As a part of green initiative, agenda for the meetings are sent through electronic mode ensuring encryption and password protection.

The meetings of the Board of Directors are generally held at the Company's registered office at New Delhi.

During the financial year 2019-20, twelve (12) meetings of the Board of Directors were held on 3rd May 2019, 25th May 2019, 1st July 2019, 22nd July 2019, 10th August 2019, 21st August 2019, 21st September 2019, 18th October 2019, 9th November 2019, 27th January 2020, 7th February 2020 and 19th March 2020. The maximum interval between any two meetings was well within the permissible gap of 120 days.

The table below shows attendance of the Board members in Board meetings held during the FY 2019-20 and their attendance in last AGM:



Name of Director	Meeting Date										Whether Attended Last AGM	Total Meetings held during the tenure	No. of Meetings Attended	% of Attendance
	3/5/2019	25/5/2019	1/7/2019	22/7/2019	10/8/2019	21/8/2019	21/9/2019	18/10/2019	9/11/2019	27/1/2020				
Shri Gurdeep Singh Chairman & Managing Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12	100%
Shri Saptarshi Roy Director (HR)	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11	91.67%
Shri A.K.Gupta ¹ Director (Commercial)	✓	✓	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	11	91.67%
Shri S.K. Roy ² Director (Projects)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	100%
Shri P.K. Mohapatra ³ Director (Technical)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	4	100%
Shri Prakash Tiwari Director (Operations)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12	100%
Shri K. Sreekant ⁴ Director (Finance)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	5	100%
Shri A.K. Gautam ⁵ Director (Finance)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	5	100%
Shri Anurag Agarwal ⁶ Govt. Nominee Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	1	100%
Shri Ashish Upadhyaya ⁷ Govt. Nominee Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	X	✓	✓	2	66.67%
Shri Vivek Kumar Dewangan Govt. Nominee Director	✓	✓	✓	✓	X	✓	✓	✓	✓	✓	✓	✓	10	83.33%
Dr. Gauri Trivedi ⁸ Independent Woman Director	✓	X	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	6	66.67%
Shri S. Chander ⁹ Independent Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	2	100%
Shri M.P. Singh Independent Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	X	11	91.67%
Shri P.K.Deb Independent Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11	91.67%
Shri Shashi Shekhar Independent Director	✓	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	8	66.67%
Shri Subhash Joshi Independent Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11	91.67%
Shri Vinod Kumar Independent Director	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	75%
Dr. Bhim Singh Independent Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11	91.67%
Dr. K. P. Kylanatha Pillay Independent Director	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	75%

1. Ceased to be Director on 31/7/2020 | 2. Ceased to be Director on 30/11/2019 | 3. Ceased to be Director on 31/7/2019 | 4. Ceased to be Director on 12/8/2019
 5. Appointed as Director on 18/10/2019 | 6. Appointed as Director on 1/7/2019 and ceased to be Director on 12/7/2019 | 7. Appointed as Director on 22/1/2020
 8. Ceased to be Director on 15/11/2019 | 9. Ceased to be Director on 12/6/2019

2.6 Board Independence:

All the Independent Directors have given the declaration that they meet the criteria of independence to the Board of Directors as per the provisions of the Companies Act, 2013 and SEBI LODR. Terms and conditions of appointment of independent directors are hosted on the website of the Company <https://www.ntpc.co.in/en/investors/corporate-governance/letter-terms-and-conditions-appointment-independent-directors>.

2.7 Performance Evaluation of Board Members:

Ministry of Corporate Affairs (MCA) vide General Circular dated 5th June, 2015 has exempted Government Companies from the provisions of Section 178 (2) which provides about manner of performance evaluation of Board of Directors, Committee of Board of Directors and director by the Nomination & Remuneration Committee. The aforesaid circular of MCA further exempted listed Govt. Companies from provisions of Section 134 (3) (p) which requires mentioning the manner of formal evaluation of its own performance by the Board and that of its Committees and Individual Director in Board's Report, if directors are evaluated by the Ministry or Department of the Central Government which is administratively in charge of the company, or, as the case may be, the State Government as per its own evaluation methodology. In this regard, Deptt. of Public Enterprise (DPE) has already laid down a mechanism for performance appraisal of all functional directors. DPE has also initiated evaluation of Independent Directors.

In view of above, as per requirement of Regulation 17(10) of the SEBI LODR, evaluation of Independent Director were not made by the Board of Directors.

It may also be noted that NTPC enters into Memorandum of Understanding (MoU) with Government of India each year, containing key performance parameters for the company. The MoU targets are cascaded down and form an integral part of the performance appraisal of the individuals. The internal MoU covers all operational and performance parameters like Plant Performance and Efficiency, Financial targets, Cost cutting targets, Environment, Welfare, Community development and any other relevant factor. The performance of the Company is evaluated by the Department of Public Enterprise vis-à-vis MoU entered into with the Government of India.

2.8 Separate Meeting of Independent Directors:

Ministry of Corporate Affairs vide Notification dated 5th July, 2017 has exempted government Companies from applicability of clause (a) and (b) of sub-paragraph (3) of paragraph VII of Schedule IV of the Companies Act, 2013 which requires that the Independent Directors in their separate meeting shall review the performance of non-independent directors, performance of the Board as a whole, performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors. However, similar exemptions

are not available under the provisions of the SEBI LODR.

A separate meeting of Independent Directors was held on 14th February, 2020. The meeting was attended by all Independent Directors. In this meeting, independent directors assessed the performance of the Board as a whole and also the quality, quantity and timeliness of flow of information between the Company management and the Board which is necessary for the Board to effectively and reasonably perform their duties. Further, in line with the provisions of SEBI LODR, Independent Directors had reviewed the performance of Chairman & Managing Director and Non independent Directors.

2.9 Information placed before the Board of Directors:

The Board has complete access to any information within the Company to be able to take informed decisions, exercise control over the organisation as well as to review the progress of implementation of the strategic decisions and corporate plans formulated by the Board. Information provided to the Board normally includes:

- Annual operating plans and budgets and any updates.
- Capital Budgets and any updates.
- Quarterly financial results.
- Annual Accounts, Directors' Report.
- Major investments, formation of subsidiaries and Joint Ventures or collaboration agreement, Strategic Alliances, etc.
- Minutes of meetings of Audit Committee and other Committees of the Board.
- Minutes of meetings of Board of Directors of subsidiary companies.
- Fatal or serious accidents, dangerous occurrences, etc.
- Operational highlights and substantial non-payment for goods sold by the Company.
- Award of large value contracts.
- Disclosure of Interest by Directors about directorships and committee positions occupied by them in other companies.
- Declaration of independence by Independent Directors.
- Quarterly Report on foreign exchange exposures.
- Quarterly status of investors complaints.
- Quarterly Report on Foreign Travel of CMD, Functional Directors and Employees.
- Quarterly Report on Short Term Deposits and Investments.
- Report on Contract awarded on nomination basis.
- Quarterly Report on Reconciliation of Share Capital Audit.



- Quarterly Report on Business Activities of various Joint Venture Companies and Subsidiaries of NTPC.
- Quarterly Report on Compliance of various laws including show cause demand, prosecution notices.
- Quarterly Report on Compliance with Corporate Governance norms.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders services such as non-payment of dividend, delay in share transfer, etc.
- Appointment of Key Managerial Personnel and information on recruitment and promotion of senior officers to the level of Executive Director which is just below the Board level and Company Secretary.
- Any significant development in Human Resources/ Industrial Relations like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc.
- Information relating to major legal disputes.
- Highlights of important events from last meeting to the current meeting.
- Any other information as may be required to be presented to the Board for information or approval.

The important decisions taken at the Board / Committee meetings are communicated to the concerned departments promptly..

3. COMMITTEES OF THE BOARD OF DIRECTORS

With a view to ensure effective decision making, the Board of Directors has constituted various Committees to have focused attention on crucial issues. Some of these committees have been constituted voluntarily.

3.1 Audit Committee

The composition, quorum, scope, etc. of the Audit Committee are in line with the Companies Act, 2013, SEBI LODR and Guidelines on Corporate Governance as issued by Department of Public Enterprises, Govt. of India.

Composition

As on 31st March 2020, the Audit Committee comprised the following members:-

S.No.	Name of the Member	Designation
1	Shri Vinod Kumar, Independent Director	Chairman of the Committee
2	Shri M.P. Singh, Independent Director	Member
3	Shri P.K.Deb, Independent Director	Member
4	Shri Ashish Upadhyaya (Add. Secretary & Finance Advisor, MoP)	Member

Director (Finance) is permanent invitee to the Audit Committee meetings. Head of Internal Audit Department and Senior Executives are also invited to the Audit Committee Meetings for interacting with the members of the Committee, if required. The Joint Statutory Auditors and Cost Auditors of the Company are also invited to the meetings of the Audit Committee while discussing financial statements/ financial results and Cost Audit Reports respectively.

The Company Secretary acts as the Secretary to the Committee.

Scope of Audit Committee

The scope of Audit Committee is as follows:-

1. Before commencement of Audit, discussion with the auditors about the nature and scope of audit and after the completion of Audit, deliberation on area of concern.
2. Provide an open avenue of communication between the independent auditors, internal auditors and the Board of Directors.
3. Approval or any subsequent modification of transactions of the company with related parties
4. Scrutiny of inter-corporate loans and investments
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the annual financial statements and draft auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of related party transactions;
 - g. Qualifications in the draft audit report.

7. Noting the appointment and removal of independent auditors. Recommending audit fee of independent auditors and also approval for payment for any other service.
8. Recommending to the Board the appointment and remuneration of the cost auditors of the Company.
9. Review of observations of C&AG including status of Government Audit paras.
10. Reviewing with the management, statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), statement of funds utilised for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
11. Valuation of undertakings or assets of the company, wherever it is necessary
12. Evaluation of internal financial controls and risk management systems.
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
14. To review the functioning of the Whistle Blower mechanism.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
16. To review the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the Parliament.
17. Review of:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Management letters/ letters of internal control weaknesses; issued by the statutory auditors
 - c. Internal Audit Reports relating to internal control weaknesses.
18. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
19. Review with the independent auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.
20. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
21. Consider and review the following with the independent auditor and the management:
 - a) The adequacy of internal controls including computerized information system controls and security, and
 - b) Related findings and recommendations of the independent auditors and internal auditors, together with the management responses.
22. Consider and review the following with the management, internal auditor and the independent auditor:
 - a) Significant findings during the year, including the status of previous audit recommendations.
 - b) Any difficulties encountered during audit work including any restrictions on the -scope of activities or access to required information.
23. Review of appointment and removal of the Chief Internal Auditor.
24. Reviewing, with the management, the performance of the internal auditors and of the independent auditors and effectiveness of the audit process.
25. Review of internal audit observations outstanding for more than two years.
26. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
27. To review compliance with the provisions of SEBI Insider Trading Regulations at least once in a financial year.
28. To verify that the systems for internal control are adequate and are operating effectively.
29. Any matter referred to it by the Board or any other terms of reference as amended by the Companies Act, 2013 & rules made thereunder, SEBI LODR and Guidelines issued by DPE.



Meetings and Attendance

During the financial year 2019-20, nine (9) meetings of the Audit Committee were held and details including attendance of members of the Committee are as follows:

Name of Member	Meeting Date									Total Meetings held during the tenure	No. of Meetings Attended
	3/5/2019	25/5/2019	11/6/2019	1/7/2019	10/8/2019	21/9/2019	9/11/2019	27/1/2020	7/2/2020		
Shri Vinod Kumar ¹	-	-	-	-	-	-	-	✓	✓	2	2
Shri M.P. Singh	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9
Shri P.K. Deb	✓	✓	✓	✓	✓	✓	✓	✓	✓	9	9
Shri Ashish Upadhyaya ²	-	-	-	-	-	-	-	X	✓	2	1
Shri S. Chander ³	✓	✓	✓	-	-	-	-	-	-	3	3
Dr. Gauri Trivedi ⁴	✓	X	✓	✓	✓	✓	✓	-	-	7	6

1. Appointed as member of the Audit Committee on 22/1/2020.

2. Appointed as Member of Audit Committee on 22/1/2020

3. Ceased to be Director on 12/6/2019

4. Ceased to be Director on 15/11/2019

Dr.Gauri Trivedi, Chairperson of the Audit Committee was present in the Annual General Meeting held on 21st August, 2019 to answer the queries of the shareholders.

3.2 Stakeholders' Relationship Committee

This Committee considers and resolves the grievances of security holders of the Company inter-alia including grievances related to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc. The Committee also reviews measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent and measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/

Meeting and Attendance

During the financial year 2019-20, two (2) meetings of the Stakeholders' Relationship Committee were held and details including attendance of members of the Committee are as follows:

Name of Members	Meeting Date		Total Meetings held during the tenure	Meetings Attended	% of Attendance
	25/5/2019	9/11/2019			
Shri M.P. Singh	✓	✓	2	2	100%
Shri Shashi Shekhar	✓	✓	2	2	100%
Shri Subhash Joshi	✓	✓	2	2	100%
Shri K. Sreekant ¹	✓	-	1	1	100%
Shri A.K.Gautam ²	-	✓	1	1	100%

1. Ceased to be Director on 12th August 2019

2. Appointed as Director on 18th October 2019.

statutory notices by the shareholders of the company

Composition

As on 31st March 2020, this committee comprised following Directors:

S.No.	Name	Designation
1.	Shri M.P. Singh, Independent Director	Chairman of the committee
2.	Shri Subhash Joshi, Independent Director	Member
3.	Shri Shashi Shekhar, Independent Director	Member
4.	Shri A.K.Gautam, Director (Finance)	Member

Name and designation of Compliance Officer

The Board of Directors has appointed Ms. Nandini Sarkar, Company Secretary as the Company Secretary & Compliance Officer in terms of Regulation 6 of SEBI LODR.

Investor Grievances:

The Company has always valued its investor's relationship. During the financial year ending 31st March 2020, Company has attended its investor grievances expeditiously except for the cases constrained by disputes or legal impediments. The details of the complaints received, resolved and disposed off during the year are as under:

Particulars	Opening Balance	Received	Resolved	Pending
Complaints relating to				
Equity Shares	0	595	595	0
Bonus Debentures	0	849	849	0
Private Placement of Bonds	0	0	0	0
Public Issue of Bonds	0	87	87	0

3.3 Nomination and Remuneration Committee including PRP

As per the requirements of Section 178 of the Companies Act, 2013, Regulation 19 of SEBI LODR and DPE Guidelines, a Nomination & Remuneration Committee including Performance related Pay (PRP) has been constituted. The scope of the Committee includes approval of annual bonus/variable pay pool and policy for its distribution across the executives and non-unionized supervisors within the prescribed limit in addition to scope as defined under the Companies Act, 2013 and SEBI LODR. The Committee also recommend to the Board, all remuneration, in whatever form, payable to senior management.

Being a Government Company, as per the Articles of Association, all Directors including Chairman & Managing Director are appointed by the Govt. of India. Their tenure and remuneration are also fixed by the Government of India. The remuneration of Functional Directors and employees of the Company is fixed as per extant guidelines issued by Department of Public Enterprises (DPE), from time to time. The Part time Non- official Independent Directors are paid sitting fees for attending Board and Committee meetings. As per the norms of Government of India, the Government Nominee Director is not entitled to get any remuneration/sitting fee from the Company.

As appointment of Directors are made by the Government of India, accordingly, evaluation of Directors are done by the Government of India. It may also be noted that Ministry of Corporate Affairs (MCA) vide notification dated 5th June, 2015, has exempted Government Companies from the provisions of section 178(2), (3) and (4) which requires formulation of criteria for determining qualifications, positive attributes, independence and annual evaluation of Directors & policy relating to remuneration of Directors.

In view of above, Nomination & Remuneration Committee including PRP has not formulated criteria for evaluation of performance of independent directors and the board of directors as required under Regulation 19 read with Schedule II Part D of the SEBI LODR.

As on 31st March 2020, the Nomination and Remuneration Committee including PRP comprised the following Members:

S. No.	Name	Designation
1.	Shri P.K. Deb, Independent Director	Chairman
2.	Shri Vinod Kumar, Independent Director	Member
3.	Dr.Bhim Singh, Independent Director	Member

Meeting and Attendance

During financial year 2019-20, five (5) meetings of Nomination and Remuneration Committee including PRP were held. Details of the meeting including attendance of members of the Committee are as follows:

Name of Member	Meeting Date					Total Meetings held during the tenure	Meetings Attended	% of attendance
	1/7/2019	10/8/2019	18/10/2019	8/11/2019	7/2/2020			
Shri P.K. Deb	✓	✓	✓	✓	✓	5	5	100%
Shri Vinod Kumar	✓	X	✓	✓	✓	5	4	80%
Dr.Bhim Singh ¹	-	-	-	-	✓	1	1	100%
Dr. Gauri Trivedi ²	✓	✓	X	✓	-	4	3	75%

1. Appointed as member of the Committee on 21/01/2020.

2. Ceased to be Director on 15/11/2019.



3.4 Corporate Social Responsibility and Sustainability Committee-

This Committee has been constituted as per the requirements of Section 135 of the Companies Act, 2013 and DPE guidelines on sustainability (SD). CSR committee formulates and recommends the Corporate Social Responsibility & Sustainability Policy to the Board, along with the amount of expenditure to be incurred on the activities specified in the CSR & SD Policy and monitors the CSR Policy of the company apart from looking into the such matter as the Board may delegate from time to time.

As on 31st March 2020, the Committee comprised the following members:

S. No.	Name	Designation
1.	Shri Vinod Kumar, Independent Director	Chairman of the Committee
2.	Shri P.K.Deb, Independent Director	Member
3.	Shri Saptarshi Roy*, Director (HR)	Member

*Ceased to be Director on 31/3/2020.

NTPC's Policy on CSR & Sustainability can be viewed at the weblink: <https://www.ntpc.co.in/sites/default/files/downloads/ntpc-policy-csr-sustainability.pdf>.

Meeting and Attendance

During 2019-20, Six (6) meetings of the Committee for CSR & Sustainability were held and details including attendance of members of the Committee are as follows:

Name of Members	Meeting Date						No. of Meetings held during tenure	Total Meetings attended	% Attendance
	9/4/2019	1/7/2019	9/8/2019	9/11/2019	7/2/2020	19/3/2020			
Shri Vinod Kumar	✓	✓	X	✓	✓	✓	6	5	83.33%
Shri Saptarshi Roy ¹	✓	✓	✓	✓	✓	✓	6	6	100%
Shri P.K. Deb	✓	✓	✓	✓	✓	✓	6	6	100%
Dr. Gauri Trivedi ²	✓	✓	✓	✓	-	-	4	4	100%
Shri Vivek Kumar Dewangan ³	✓	-	-	-	-	-	1	1	100%
Shri Anurag Agarwal ⁴	-	X	-	-	-	-	1	0	0%

1. Ceased to be Director on 31/3/2020

2. Ceased to be Director on 15/11/2019.

3. Ceased to be member of the CSR Committee consequent upon change in designation from Joint Secretary & FA to Joint Secretary (Thermal), MoP on 30th April, 2019.

4. Appointed as Director on 1/7/2019 and ceased to be Director on 12/7/2019

3.5 Risk Management Committee

Pursuant to Regulation 21 of SEBI LODR, Risk Management Committee has been constituted for risk assessment under the Risk Management Framework, monitoring and reviewing risk management plan/ framework as approved by the Board, informing the Board about the risk assessed and action required to be taken/ already taken for mitigating the risks on quarterly basis by the Chief Risk Officer (CRO) and taking up any other matter as directed by the Board from time to time. The terms of reference of the Committee has been amended to include review of cyber security risk.

The Risk Management Framework is being reviewed periodically by the Board. Details on risk management mechanism are given in the Management's Discussion and Analysis report annexed with the Directors' Report.

As on 31st March, 2020, the Committee comprised the following Members:

1.	Director (Projects)*
2.	Director (Operations)
3.	Head of Corporate Planning (CP)/ Chief Risk Officer(CRO), Member

* As on 31/3/2020, position of Director (Projects) was vacant. Director (Commercial) was having additional charge of Director (Projects).

Meeting and Attendance

During 2019-20, three (3) meeting of the Risk Management Committee were held and details including attendance of members of the Committee are as follows:

Name of Members	Meeting Date			No. of Meetings held during tenure	Total Meetings attended	% Attendance
	29/5/2019	17/9/2019	25/11/2019			
Shri S.K. Roy ¹	✓	✓	✓	3	3	100%
Shri P.K. Mohapatra ²	✓	-	-	1	1	100%
Shri Prakash Tiwari	✓	✓	✓	3	3	100%
Head of Corporate Planning	✓	✓	✓	3	3	100%
Head of Mining ³	✓	X	x	3	1	33.33%

1. Ceased to be Director on 30.11.2019

2. Ceased to be Director on 31.07.2019.

3. Ceased to be member of the Committee on 21/1/2020.

3.6 Other Committees of the Board of Directors:

Other sub-committees of the Board of Directors are as under:

S.No.	Name of the Committee	Role & Responsibility	Members (As on 31.03.2020)
1.	Committee on Management Controls	Review of significant deviations in project implementation and construction, operation and maintenance budgets etc.	1. Shri Shashi Shekhar, Independent Director & Chairman of the Committee 2. Director (Finance) 3. Director (Operations) 4. Shri M.P.Singh, Independent Director 5. Shri Vinod Kumar, Independent Director
2.	Projects Sub-Committee	To examine and give recommendations to the Board on proposals for Investment in New/ Expansion Projects and approves Feasibility Reports of new projects.	1. Director (Projects)*, Chairman of the Committee 2. Director (Finance) 3. Director (Operations) 4. Shri Subhash Joshi, Independent Director 5. Dr.Bhim Singh, Independent Director *Position Vacant
3.	Committee of Functional Directors for Contracts	Award of works or purchase contracts or incurring of commitments exceeding ₹ 150 crore but not exceeding ₹ 250 crore.	1. Chairman & Managing Director 2. Director (HR) 3. Director (Commercial) 4. Director (Projects)* 5. Director (Operations) 6. Director (Finance) *Position Vacant
4.	Contracts Sub-Committee	Award of works or purchase contracts or incurring commitments of value exceeding ₹ 250 crore but not exceeding ₹ 500 crore, Consultancy assignments including foreign consultancy assignments exceeding ₹ 5 crore each and Appointment of Sponsor/ Agents for Overseas Consultancy Assignments involving sponsorship/ agency commission exceeding ₹ 5 crore each.	1. Chairman & Managing Director 2. Director (Projects)* 3. Director (Finance) *Position Vacant



5.	Committee for Allotment and Post-Allotment Activities of NTPC's Securities	To approve allotment, issue of Certificate(s)/Letter of allotment(s), transfer, transmission, re-materialisation, issue of duplicate certificate(s), consolidation/ split of NTPC's domestic and foreign Securities.	<ol style="list-style-type: none"> 1. Director (HR) 2. Director(Finance)/ Director (Operations) 3. Director (Projects)/Director (Commercial)
6.	Committee for Vigilance Matters	To examine all the petitions which are submitted before the Board as appellate/ reviewing authority in terms of CDA rules. It also reviews other major complaints as referred to it from time to time other than complaints registered under whistle blower mechanism under purview of Chief Vigilance Officer.	<ol style="list-style-type: none"> 1. Shri Subhash Joshi, Independent Director & Chairman of the Committee 2. Director (HR) 3. Dr.K.P.K.Pillay, Independent Director <p>(Note- In case where Director (HR) acts as a Disciplinary Authority, any other whole-time Director as may be decided by the Chairman & Managing Director on case to case basis, shall be the member in place of Director (HR). Further, for vigilance cases, Chief Vigilance Officer is co-opted.)</p>
7.	Exchange Risk Management Committee	To review the foreign currency loan portfolio, hedged and un-hedged exposures and effectiveness of hedging strategy, approve amendments in Exchange Risk Management Policy, new derivative instruments, hedging proposals etc.	<ol style="list-style-type: none"> 1. Shri M.P. Singh, Independent Director & Chairman of the Committee 2. Director (Finance) 3. Director (Commercial)* 4. Shri P.K. Deb, Independent Director 5. Shri Shashi Shekhar, Independent Director <p>(*In the absence of Director (Commercial), either Director (Projects) or Director (Operations) shall be the Member of the Committee.)</p>
8.	Committee for Guiding Acquisition of Power Assets	To guide the process of acquisition of power assets and to make recommendation to the Board	<ol style="list-style-type: none"> 1. Shri P.K.Deb, Independent Director & Chairman of the Committee 2. Shri Shashi Shekhar, Independent Director 3. Dr.K.P.K.Pillay, Independent Director 4. Director (Commercial) 5. Director (Finance) 6. Director (Projects)* 7. Shri Vivek Kumar Dewangan (Joint Secretary (Thermal), MoP) <p>*Position Vacant</p>
9.	Committee of Directors on Fuel Management and Development & Operation of Coal Blocks	To examine proposals for appointment of MDO, review of availability of fuel at NTPC Stations and to recommend measures for improvement etc.	<ol style="list-style-type: none"> 1. Shri Subhash Joshi, Independent Director 2. Shri P.K.Deb, Independent Director 3. Shri Vinod Kumar, Independent Director 4. Director (Fin.) 5. Director (Commercial) 6. Director (Operations)
10.	Committee for Considering the Proposal Having Financial Implication Beyond Provisions of the Contract	For considering the proposal having Financial Implication beyond provisions of the Contract	<ol style="list-style-type: none"> 1. Shri P.K.Deb, Independent Director & Chairman of the Committee 2. Shri Vinod Kumar, Independent Director 3. Dr. K.P.K.Pillay, Independent Director 4. Director (Projects)* 5. Director (Finance) <p>*Position Vacant</p>
11.	Committee for Supervising Legal Matters	For supervising legal matters and giving guidance regarding handling of legal matters	<ol style="list-style-type: none"> 1. Dr. K.P.K.Pillay, Independent Director & Chairman of the Committee 2. Dr.Bhim Singh, Independent Director 3. Director (in charge of Legal Dept.) 4. Director (Commercial)

4. REMUNERATION OF DIRECTORS

The remuneration of Functional Directors and employees of the Company is fixed as per extant guidelines issued by Department of Public Enterprises (DPE), from time to time. The Part time Non- official Independent Directors are paid sitting fees for attending Board and Committee meetings. As per the norms of Government of India, the Government Nominee Directors are not entitled to get any remuneration/ sitting fee from the Company.

The Ministry of Power, Government of India vide their letter dated 8th August 2018 has conveyed approval for enhancement of sitting fee payable to Independent Directors from Rs. 20,000/- to Rs.40,000/- for attending each meeting of the Board and Rs.30,000/- for attending each meeting of the Committee.

No stock option was given to any Director during the financial year 2019-20.

Details of remuneration of Functional Directors for the financial year 2019-20 are given below:- (in ₹)

Name of the Director	Salary	Benefits	Performance Linked Incentives ²	Total ³
Sh. Gurdeep Singh	63,33,153	22,07,839	30,68,735	1,16,09,727
Sh. Saptarshi Roy ¹	84,34,029	7,29,759	17,18,031	1,08,81,819
Sh. A.K. Gupta ²	42,97,121	6,53,058	15,96,606	65,46,785
Sh. Susanta Kumar Roy ³	68,48,076	7,26,582	17,34,743	93,09,401
Sh. P K Mohapatra ⁴	55,03,653	3,13,818	16,81,411	74,98,882
Sh. Prakash Tiwari	38,68,413	15,71,286	15,92,143	70,31,842
Sh. A.K. Gautam ⁵	21,67,005	2,89,290	-	24,56,296

1. Ceased to be Director on 31/03/2020, 2. Ceased to be Director on 31/07/2020, 3. Ceased to be Director on 30/11/2019, 4. Ceased to be Director on 31/07/2019, 5. Appointed as Director on 18/10/2019

Note:- 1.Performance linked incentives paid is based on the incentive scheme of the Company. The Company has not issued any stock options during the financial year 2019-20. 2. Besides above, Functional Directors are also entitled for medical benefit as per the applicable employees' rules of the company.

Details of payments towards sitting fee to Independent Directors during the financial year 2019-20 are given below:

Name of Independent Directors	Sitting Fees (Excluding GST) (Rs.)		
	Board Meeting	Committee Meeting	Total
Dr. Gauri Trivedi ¹	2,40,000	4,20,000	6,60,000
Sh. Seethapathy Chander ²	80,000	90,000	1,70,000
Sh. P.K.Deb	4,40,000	10,80,000	15,20,000
Sh. M.P. Singh	4,40,000	5,40,000	9,80,000
Sh. Subhash Joshi	4,40,000	3,00,000	7,40,000
Sh. Vinod Kumar	3,60,000	5,70,000	9,30,000
Sh. Shashi Shekhar	3,20,000	3,30,000	6,50,000
Dr. K.P. K. Pillay	4,00,000	4,80,000	8,80,000
Dr. Bhim Singh	4,40,000	3,60,000	8,00,000
Total	31,60,000	41,70,000	73,30,000

1. Ceased to be Director on 15/11/2019

2. Ceased to be Director on 11/06/2019

5. MATERIAL SUBSIDIARY:

The Company has formulated a Policy for determining 'Material' Subsidiaries as per Regulation 16(1)(c) of SEBI LODR. The same is available at the weblink: <http://www.ntpc.co.in/download/policy-determining-material>. In the year 2019-20, the Company had no 'Material Subsidiary' as defined under Regulation 16(1) (c) of SEBI LODR or the subsidiaries as defined under Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises, Govt. of India.

6. FAMILIARIZATION PROGRAMME FOR DIRECTORS

With a view to augment leadership qualities, knowledge and skills, Directors are being imparted training organised from time to time by the Company and other agencies/ institutions. The training also enables them to get a better understanding of Sector as well as the Company. Directors are also briefed from time to time about changes/ developments in Indian as well as international corporate and economic scenario including Legislative/ Regulatory changes.

At the time of induction, new Directors undergo a familiarization programme which highlights organisation structure, subsidiaries/ joint ventures, business model of the company, risk profile of the business etc. Web link of details of familiarization programme imparted to independent directors is as under: <https://www.ntpc.co.in/en/Familiarisation%20Program%20to%20Directors>.

7. GENERAL BODY MEETINGS

Annual General Meetings

Date, time and location where the last three Annual General Meetings along with details of Special Resolutions passed are as under:

Date & Time	20 th September, 2017	20 th September, 2018	21 st August, 2019
Time	10:30 A.M.	10:30 A.M.	10.30 A.M.
Venue	Manekshaw Centre, Parade Road, New Delhi - 110010	Manekshaw Centre, Parade Road, New Delhi - 110010	Manekshaw Centre, Parade Road, New Delhi - 110010
Special Resolution	i) Authorization to Board to raise funds upto Rs. 15,000/- Crore through issue of secured/ unsecured, redeemable, taxable/ tax-free, cumulative/ non-cumulative, non-convertible Bonds/ Debentures on Private Placement Basis in one or more tranches through Private Placement in domestic market and authorising the Board to decide the terms and conditions of the Issue. ii) Approval of Shareholders for amending Articles of Association of the Company with a view to insert provision regarding Consolidation and re-issuance of debt Securities.	Authorization to Board to raise funds upto Rs. 12,000/- Crore through issue of secured/ unsecured, redeemable, taxable/ tax-free, cumulative/ non-cumulative, non-convertible Bonds/ Debentures on Private Placement Basis in one or more tranches through Private Placement in domestic market and authorising the Board to decide the terms and conditions of the Issue.	i) Re-appointment of Dr.Gauri Trivedi, Independent Director ii) Enhancing borrowing limit from Rs.1,50,000 Crore to Rs. 2,00,000 Crore. iii) Authorisation to the Board for creation of mortgage and /or charge over the movable and immovable properties of the Company. iv) Authorization to Board to raise funds upto Rs. 15,000/- Crore through issue of secured/ unsecured, redeemable, taxable/ tax-free, cumulative/ non-cumulative, non-convertible Bonds/ Debentures on Private Placement Basis in one or more tranches through Private Placement in domestic market and authorising the Board to decide the terms and conditions of the Issue.



The Annual General Meeting held on 21st August, 2019, was attended by Partner/authorised representative of two Statutory Auditors firms. Leave of absence was given to the other statutory auditors, as per their request pursuant to section 146 of the Companies Act 2013. Meeting was also attended by the Scrutiniser appointed by the Board for E-voting/ Polling at AGM and Secretarial Auditor of the Company.

In accordance with Regulation 44 of the SEBI LODR and Section 108 of Companies Act 2013, e-voting facility was provided to the shareholders, in respect of resolutions passed at the AGM held on 21st August, 2019. In addition to above, facility of voting through electronic mode (through tablets) was also provided to those shareholders, who did not, cast their vote through remote e-voting.

Special Resolution passed through Postal Ballot

No special resolution was passed during last year through postal ballot. There is no immediate proposal for passing any special resolution through Postal Ballot.

8. DISCLOSURES

(a) Related Party Transaction: -

The Company has formulated a Related Party Transaction (RPT) Policy containing criterion of deciding Materiality of Related Party Transactions and dealing with Related Party Transactions.

The RPT Policy is available at the web link: <https://www.ntpc.co.in/sites/default/files/downloads/related-party-transaction-policy-ntpc.pdf>

Review of Related Party Transactions is being done periodically by the Audit Committee. The details of Related Party Transactions are given in form AOC-2 forming part of Board's Report.

(b) The Company has broadly complied with all the requirements of SEBI LODR, the Companies Act, 2013 except as mentioned above in the Report. The Company has complied with the Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises, Government of India.

(c) The Company had received notices from the NSE and BSE for non-compliance with the provisions of Regulation 17 (1) of the SEBI LODR in respect of Q2 and Q3 of 2018-19. As powers of appointment of independent directors are vested with the Government of India and compliance was not within the powers of the Board of Directors, request was made to the Stock Exchanges for waiver of the Penalty. Except mentioned above, there were no penalties imposed on the Company by any statutory authorities for non-compliance on any matter related to Indian capital markets, during the last three years.

(d) The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46

of SEBI LODR. Non-compliance, if any, of the Regulations of SEBI LODR has been specifically mentioned in the Report. The discretionary requirements as specified in Part E of Schedule II adopted by the Company are at Annex-II of the Report.

(e) Schedule of Compliances with Presidential Directive issued during the financial year 2019-20 and during last three years preceding the financial year 2019-20 is at Annex-III.

(f) Credit Ratings:

Domestic Credit Instruments:

	CRISIL	ICRA	CARE
Long Term Loans	CRISIL AAA/ Stable	ICRA AAA/ Stable	CARE AAA/ Stable
Domestic Bonds	CRISIL AAA/ Stable	ICRA AAA/ Stable	CARE AAA/ Stable
Commercial Papers	CRISIL A1+	ICRA A1+	CARE A1+
Bank Guarantees	CRISIL A1+	ICRA A1+	CARE A1+
Letter of Credit	CRISIL A1+	ICRA A1+	CARE A1+
Cash credit/ WCL /Bill Discounting /Factoring	CRISIL AAA/ Stable	ICRA AAA/ Stable	CARE AAA/ Stable

There has not been any revision in credit rating of above mentioned domestic credit instruments during the relevant financial year.

International Credit Instruments:

	S&P	Moody's	Fitch
Company Rating	B B B - / Stable	Baa3/ Negative	BBB-/ Negative
Rating of USD 6 billion MTN Programme	BBB-	Baa3	BBB-

(g) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013:

No. of cases under process/ investigation as on end of the 2018-19	No. of cases reported during the 2019-20	No. of cases disposed-off during the 2019-20	No. of cases under process/ investigation as on end of the 2019-20
2	2	4	0

(h) Dis-qualification of Directors:

M/s A. Kaushal & Associates, Practising Company Secretary certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the SEBI/Ministry of Corporate Affairs/ any such authority as on 31st March, 2020. Copy of certificate is enclosed as Annexure-IV.

- (i) During the year 2019-20, there was no Preferential Allotment / Qualified Institutional Placement of Shares which is required to be reported under Regulation 37(A) of the SEBI LODR.
- (j) During the year 2019-20, there was no instance where the recommendation of the Committee of the Board was not accepted by the Board, which was mandatorily required.
- (k) During the year 2019-20, total fee of ₹ 4.88 Crore was paid to the Statutory Auditors by the Company. Further, the statutory auditors of the company have not carried out any work of subsidiary companies.

9. CEO/CFO CERTIFICATION

As required under Regulation 17(8) of SEBI LODR, the certificate duly signed by Chairman & Managing Director and CFO was placed before the Board of Directors at the meeting held on 27th June 2020 and the same is annexed to the Corporate Governance Report.

10. MEANS OF COMMUNICATION

The Company communicates with its shareholders through its Annual Report, General Meetings and disclosures through Stock Exchanges & its own Website. The Company also communicates with its institutional shareholders through a combination of analysts briefing and individual discussions and also participation in investor conferences from time to time. Annual analysts and investors meet is held normally during the month of August where Board of the Company interacts with the investing community. Financial results are discussed by way of conference calls regularly after approval of financial results of each quarter.

Information, latest updates and announcements regarding the Company can be accessed at company's website: www.ntpc.co.in including the following:-

- Quarterly/ Annual Financial Results
- Quarterly Shareholding Pattern
- Quarterly Corporate Governance Report
- Transcripts of conferences with analysts
- Corporate Disclosures made from time to time to the Stock Exchanges

The Company's official news releases, other press coverage, presentations made to institutional investors or to the analysts are also hosted on the Website.

During 2019-20, Quarterly Results have been published as per details given below:

Quarter	Date of Publication	Newspaper (s)
Q1	11/08/2019 & 12/08/2019	Financial Express (English), Hindustan Times (English), Mint (English), Business Standard (English & Hindi), The Times of India (English), Economics Times (English), Business Line (English), DNA Money (English), Free Press Journal (English), Mail Today (English), Pioneer (English), Millennium Post (English), Navbharat (Hindi), Jansatta (Hindi), Hindustan (Hindi), Dainik Bhasker (Hindi).
Q2	10/11/2019 & 11/11/2019	Financial Express (English), Hindustan Times (English), Business Standard (English & Hindi), Mint (English), The Times of India (English), Economics Times (English), Business Line (English), Hindu (English), Free Press Journal (English), Dainik Jagran (Hindi), Jansatta (Hindi), Hindustan (Hindi), Dainik Bhasker (Hindi).
Q3	08/02/2020, 09/02/2020 & 10/02/2020	Financial Express (English), Hindustan Times (English), Mint (English), Business Standard (English & Hindi), The Times of India (English), Economics Times (English), Business Line (English), Mid Day (English), The Pioneer (English), Millennium Post (English), Telegraph (English), Amar Ujala (Hindi), Jansatta (Hindi), Hindustan (Hindi).

11. CODE OF CONDUCT:

The Company has in place Code of Conduct for Directors and Senior Management Personnel (Code) with a view to enhance ethical and transparent process in managing the affairs of the Company. This code is applicable to all the Board Members including Government Nominee(s) and the Independent Director(s) and the Senior Management Personnel of the Company. A copy of the Code of Conduct is available at the website of the Company at the web link: <http://www.ntpc.co.in/en/investors/code-of-conduct>.

Declaration as required under Regulation 34 (3) Schedule V of the SEBI (LODR) Regulations, 2015

The members of the Board and Senior Management Personnel have affirmed compliance of the Code of Conduct for Board Members & Senior Management Personnel for the financial year ended on 31st March, 2020.

New Delhi
20th May, 2020

(Gurdeep Singh)
Chairman & Managing Director



12. CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING

Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board has laid down Internal Code of Conduct for Prevention of Insider Trading in dealing with Securities of NTPC Limited (Insider Trading Code) with the objective that insiders of the company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information (UPSI) about the Company which is not in public domain. Company Secretary has been designated as Compliance Officer for this Insider Trading Code. Further, in line with the SEBI Regulations, a "Code of Practices and Procedures for Fair Disclosure Of UPSI" & "Policy for Determination of Legitimate Purposes" have also been formulated by the Board of Directors. Under the "Code of Practices and Procedures for Fair Disclosure Of UPSI", Company Secretary/ General Manager (Finance-ISD) or any other person authorised by the Chairman & Managing Director shall be responsible for prompt dissemination of information and disclosure of Unpublished Price Sensitive Information. Copy of the Insider Trading Code is available on following web-link: <https://www.ntpc.co.in/en/investors/insider-trading>.

In order to strengthen the internal controls for monitoring & enforcing compliance with the Insider Trading Code, an IT enabled system has been installed, which help in mapping of designated employees, monitors compliance with the provisions of the Insider Trading Code by the designated employees, disseminates information of trading windows, periodic disclosures, database of persons or entities as the case may be with whom information is shared etc.

13. WHISTLE BLOWER POLICY

The Company has a Board approved 'Whistle Blower Policy' for directors and employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. It also provides safeguards against victimization of employees, who avail the mechanism and for direct access to the Chairman of the Audit Committee.

No personnel of the company had been denied access to the Chairman of audit committee. The Whistle Blower Policy is available at the web link: <https://www.ntpc.co.in/sites/default/files/downloads/WhistleBlowerPolicy.pdf>.

14. DIRECTORS AND OFFICERS INSURANCE

As per approval accorded by the Board of Directors in its 263rd meeting, NTPC is taking Directors and Officers insurance Policy (D&O Policy) every year. Present D&O Policy is for ₹ 250 Crore and it covers Independent Directors also. The Board had delegated power to decide extent of coverage, settle terms and conditions etc. to the Chairman & Managing Director or Director (Finance).

15. SECRETARIAL AUDIT

Secretarial Audit Report, given by a Company Secretary in Practice for the FY 2019-20 is enclosed with the Directors' Report.

16. SECURITYHOLDERS' INFORMATION

i) Annual General Meeting

Date : 24th September, 2020

Time : 10.30 a.m.

Venue : The Company is conducting meeting through Video Conferencing / Other Audio Visual means pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

Financial Calendar for FY 2020-21

Particulars	Date
Accounting Period	1 st April, 2020 to 31 st March, 2021
Unaudited Financial Results for the first three quarters	Announcement within stipulated period under SEBI LODR
Fourth Quarter Results	Announcement within stipulated period under SEBI LODR
AGM (Next year)	August, 2021 (Tentative)

ii) Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2020 to 24th September, 2020 (both days inclusive).

iii) Payment of Dividend & Record date

The Board of Directors of the Company has recommended payment of final Dividend of ₹ 2.65 per share (26.5%) on the paid-up share capital for the financial year ended 31st March, 2020 in addition to the Interim Dividend of ₹ 0.50 per share (5%) on the paid-up share capital paid on 31st March 2020.

The Company has fixed 14th August, 2020 as record date for payment of final dividend. The final dividend on equity shares, if declared at the Annual General Meeting, will be paid on 3rd October, 2020 to the Members whose names appear on the Company's Register of Members on record date.

iv) Dividend History

Year	Total paid-up capital (₹ in crore)	Total amount of dividend paid (₹ in crore) and amount per share	Date of AGM in which dividend was declared	Date of payment of Dividend (Interim and Final)
2014-15	8245.46	2061.38 (₹ 2.50)	30/01/2015* 18/09/2015	30/01/2015* 18/09/2015
2015-16	8245.46	2762.22 (₹ 3.35)	29/01/2016* 20/09/2016	15/02/2016 30/09/2016
2016-17	8245.46	3941.33 (₹ 4.78)	08/02/2017* 20/09/2017	22/02/2017 29/09/2017
2017-18	8245.46	4221.67 (₹ 5.12)	31/01/2018* 20/09/2018	15/02/2018 01/10/2018
2018-19	9894.56**	5,425.52 (₹ 6.06)	30/01/2019* 21/08/2019	14/02/2019 03/09/2019
2019-20	9894.56**	494.73# (Re.0.50)	21/3/2020*	31/03/2020

* Date of Board Meeting in which interim dividend was declared. # amount represents the interim dividend paid for the year 2019-20.

**paid up share capital was increased consequent upon Bonus issue.

v) Listing on Stock Exchanges:

NTPC equity shares are listed on the following Stock Exchanges:

National Stock Exchange of India Limited	BSE Limited
Address: Exchange Plaza, Plot No. C/1, G Block, Bandra (E), Mumbai - 400051	Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001
Scrip Code of NTPC: NTPC EQ	Scrip Code of NTPC: 532555

Stock Code : ISIN – INE733E01010

The Annual Listing Fee for the financial year 2020-21 have been paid to National Stock Exchange of India Limited and BSE Limited.

Details of Listing of Domestic Bonds:

Series of Bonds	Listed on
32, 34 to 36, 38 to 49, 53	National Stock Exchange of India Limited
37	BSE Limited
50 to 52, 54 to 69	National Stock Exchange of India Limited and BSE Limited

Details of Listing of Bonds issued under the MTN Programme

S.No.	Series	ISIN No.	Name of Bond	Listed on Stock Exchanges
1	Euro Bond-II	XS0648477593	USD 500 million 5.625% Notes due 2021	SGX, India INX & NSE IFSC
2	Euro Bond-III	XS0835676353	USD 500 million 4.75% Notes due 2022	SGX, India INX & NSE IFSC
3	Euro Bond-IV	XS1143390679	USD 500 million 4.375% Notes due 2024	SGX, India INX & NSE IFSC
4	Euro Bond-V	XS1372846003	USD 500 million 4.25% Notes due 2026	SGX, India INX & NSE IFSC
5	Euro Bond-VI	XS1467374473	INR 20000 million 7.375% Notes due 2021	SGX, LSE, India INX & NSE IFSC
6	Euro Bond-VII	XS1551677260	EUR 500 million 2.75% Notes due 2027	SGX, FSE, India INX & NSE IFSC
7	Euro Bond-VIII	XS1604199114	INR 20000 million 7.25% Notes due 2022	SGX, LSE, India INX & NSE IFSC
8	Euro Bond-IX	XS1792122266	USD 400 million 4.50% Notes due 2028	SGX, LSE, India INX & NSE IFSC
9	Euro Bond-X	XS1967614469	USD 450 million 3.75% Notes due 2024	SGX, India INX & NSE IFSC

SGX	Singapore Exchange Ltd., SGX Centre Office, 2 Shenton Way, #02-02, SGX Centre 1, Singapore 068804
India INX	INDIA INTERNATIONAL EXCHANGE (IFSC) LTD 1st Floor, Unit No. 101, The Signature, Building no. 13B, Road 1C, Zone 1, GIFT SEZ, GIFT City, Gandhinagar, Gujarat - 382355
NSE IFSC	NSE IFSC Limited, Unit No.1201, Brigade International Financial Centre, 12th floor, Block-14, Road 1C, Zone -1, GIFT SEZ, Gandhinagar, Gujarat - 382355
LSE	London Stock Exchange 10 Paternoster Square, London EC4M 7LS, United Kingdom
FSE	Deutsche Börse AG, 60485 Frankfurt/Main

Listing fees to the above exchanges in respect of the securities was paid (where ever applicable) at the time of the listing of the securities.

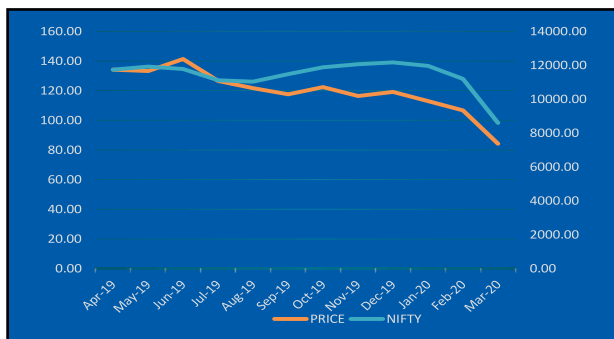


vi) Market Price Data :

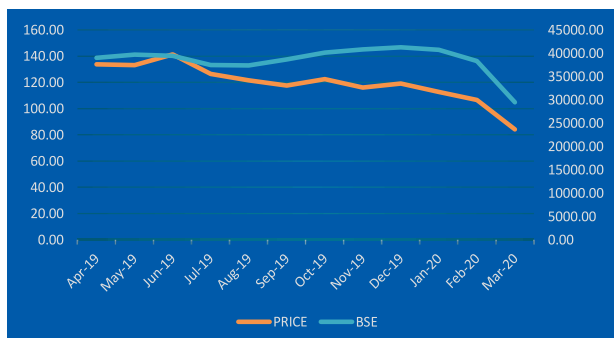
Month	BSE				NSE				INDEX	
	Price (in ₹)			Nos.	Price (in ₹)			Nos.	BSE	NSE
	HIGH	LOW	CLOSE	Volume	HIGH	LOW	CLOSE	Volume		
Apr-19	138.30	131.55	133.65	23802839	138.00	131.45	134.05	211050013	39031.55	11748.15
May-19	136.70	122.50	133.20	10700169	136.65	122.40	133.25	240944944	39714.20	11922.8
Jun-19	141.95	131.50	141.35	14874331	142.00	131.40	141.35	193917714	39394.64	11788.85
Jul-19	145.85	125.60	126.50	10584365	145.85	125.50	126.55	361247627	37481.12	11118
Aug-19	127.70	113.80	121.70	7281451	127.75	113.85	121.65	292260581	37332.79	11023.25
Sep-19	129.55	114.40	117.65	7983660	129.65	114.05	117.50	248814813	38667.33	11474.45
Oct-19	124.20	114.80	122.40	6260557	124.20	114.60	122.40	208891779	40129.05	11877.45
Nov-19	123.20	114.85	116.10	12183211	123.20	114.80	116.35	184273477	40793.81	12056.05
Dec-19	119.35	109.70	119.05	3604442	119.70	109.70	119.05	153875354	41253.74	12168.45
Jan-20	125.00	110.90	112.80	8758599	125.00	110.90	112.85	283403874	40723.49	11962.1
Feb-20	118.85	103.90	106.55	7728297	118.90	103.80	106.65	381517766	38297.29	11201.75
Mar-20	110.95	74.00	84.20	15017858	111.00	73.20	84.20	677029175	29468.49	8597.75

vii) Performance in comparison to indices

NSE NIFTY 50 and NTPC Share Price



BSE Sensex and NTPC Share Price



viii) (a) Registrar and Transfer Agent for Equity Shares, M/s Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055

Contact person:
Shri Mahesh Pandey, Shri Surinder Sharma

Tel No.: 011-42541234 Fax No.: 011-41543474
E-mail: alankit_ntpc@alankit.com

(b) Registrar and Transfer Agent for Tax Free Bonds (Series 50) and Bonus Debentures (Series 54) and Tax Free Bonds 2015 (Series 56).

KFin Technologies Private Limited
Selenium Tower B, Plot No. 31 & 32,
Gachibowli Financial District, Nanakramguda,
Serilingampally Hyderabad-500008
Phone No: 040-67161518; Fax: (+91 40) 2343 1551
Email: einward.ris@kfintech.com
Website: www.kfintech.com

(c) Registrar and Transfer Agent for Bonds (Series 19 to 26)

MAS Services Ltd.
T-34, 2nd Floor, Okhla Industrial Area, Phase-II,
New Delhi-110020.
Phone No: 011-26387281 / 82 / 83;
Fax: 011-26387384
Email: sm@masserv.com; info@masserv.com
Website: www.masserv.com

(d) Registrar and Transfer Agent for Bonds (Series 13A, 13B, 16, 17, 27 to 49, 51 to 53, 55 and 57 to 69

Beetal Financial & Computer Services Pvt. Ltd.
99, Madangir, Near Dada Harsukh Das Mandir
New Delhi-110062.
Phone No: 011-29961281, 011-29961282
Fax: 011-29961284
Email: beetalrta@gmail.com

ix) Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition

of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

x) Transfer of Unclaimed Amount of Dividend to Investor Education and Protection Fund (IEPF)

In accordance with Section 125 of the Companies Act, 2013, during the financial year 2019-20, an amount of ₹ 29.23 lakh pertaining to unclaimed final dividend for financial year 2011-12 have been transferred to Investor Education and Protection Fund.

The Company has uploaded the details of shareholders/depositors of the Company containing information like name, address, amount due to be transferred to IEPF and due date of transfer of amount to IEPF on its website. The Company has been issuing notices in the newspapers from time to time in order to invite attention of the shareholders who have not preferred their claims, to submit their claims towards the unpaid and unclaimed dividend.

xi) Transfer of Shares to IEPF :

In terms of Section 124(6) of the Companies Act, 2013 and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), the shares in respect of which the dividend has not been paid or claimed for a period of seven years or more, is required to be transferred to Investor Education and Protection Fund (IEPF) Authority account.

In line with the provisions Section 124(6) and rules made thereunder as well as in accordance with the circulars/notifications issued by the MCA from time to time,

xiv) Debenture Trustees for various Series

For Series 17, 44 to 50(TFB-2013), 53 to 55, 57 to 66
 Vistra ITCL (India) Ltd. (Formerly known as IL&FS Trust Company Limited)
 The IL&FS Financial Centre,
 Plot No. C-22,
 G-Block, Bandra – Kurla Complex,
 Bandra (East),
 Mumbai – 400051
 Tel: (+91 22) 26533908
 Fax: (+91 22) 26533297
 E-mail: itclcomplianceofficer@iflindia.com
 Website: www.itclindia.com

For Series 20 to 43, 51, 52 and 56 (TFB-2015)

IDBI Trusteeship Services Limited
 Asian Building, Ground Floor,
 17, R. Kamani Marg, Ballard Estate,
 Mumbai – 400 001
 Tel : +91 22 4080 7000
 Fax : +91 22 6631 1776
 E-mail : itsl@idbitrustee.com
 Website: www.idbitrustee.com

For Series 67 to 69

AXIS TRUSTEE SERVICES LTD.
 GDA House, Plot No. 85,
 Axis House, Bombay Dyeing Mills Compound, Pandurang
 Budhkar Marg, Worli, Mumbai- 400 025
 Email: debenturetrustee@axistrustee.com
 Website: www.axistrustee.com

during the financial year 2019-20, 193105 shares of 1732 shareholders were transferred to the DEMAT Account of the IEPF Authority opened with CDSL. Details of the shareholders whose shares were transferred to the IEPF Account is available on the website at the following link: <https://www.ntpc.co.in/en/Investors/miscellaneous-download>. Members may check their details on the aforesaid web-link.

xii) Claim from IEPF Account:

Any person, whose shares, unclaimed dividend, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional share, redemption proceeds of preference shares etc. has been transferred to the IEPF , may claim the shares under provision to sub-section (6) of section 124 or apply for refund under clause (a) of sub-section (3) of section 125 or under proviso to sub-section (3) of section 125, as the case may be, to the Authority making an online application in Form IEPF-5. Detailed procedure regarding claiming shares from IEPF account is available on NTPC website at the following link: <https://www.ntpc.co.in/en/investors/procedure-claiming-dividend-shares-iepf-authority-0>.

xiii) Divestment of NTPC's Equity Shares by Government of India

During the financial year 2019-20, Government of India has divested 5.39% of the paid-up capital in NTPC.

Particulars	Month	% holding sold
CPSE ETF	July 2019	1.91%
BHARAT 22 ETF	October 2019	0.36%
CPSE ETF	February 2020	3.12%



xv) Distribution of Shareholding

Shares held by different categories of shareholders and according to the size of holdings as on 31st March 2020 are given below:

According to Size

a. Distribution of shareholding according to size, % of holding as on 31st March, 2020:

Number of shares	Number of shareholders	% of shareholders	Total No. of shares	% of shares
1-5000	601518	99.384	145804644	1.474
5001-10000	2003	0.331	13727310	0.139
10001-20000	669	0.111	9342718	0.094
20001-30000	179	0.030	4349012	0.044
30001-40000	85	0.014	2899999	0.029
40001-50000	72	0.012	3280586	0.033
50001-100000	166	0.027	11999033	0.121
100001 and above	552	0.091	9703153978	98.066
Total	605244	100.000	9894557280	100.000

b. Shareholding pattern on the basis of ownership:

Category	As on 31.03.2019			As on 31.03.2020			Change
	No of shareholders	Total Shares	%	No of shareholders	Total Shares	%	
GOVERNMENT OF INDIA	1	5581167271	56.41*	1	5048097508	51.02	-5.39
INDIAN FINANCIAL INSTITUTIONS/ BANK	36	1254883764	12.68	28	1129080697	11.41	-1.27
MUTUAL FUNDS	32	1520472666	15.37	36	1965942572	19.87	4.50
FOREIGN PORTFOLIO INVESTORS/ FII	537	1135551735	11.48	527	1250976561	12.64	1.16
RESIDENT INDIVIDUALS	535520	153815432	1.55	593432	179695537	1.81	0.26
BODIES CORPORATES	1912	103748293	1.05	1902	22431972	0.23	-0.82
INSURANCE COMPANIES	21	66120794	0.67	34	213509977	2.16	1.49
TRUSTS	55	30079729	0.3	52	50300499	0.51	0.21
H U F	10010	4761007	0.05	4	120	0	-0.05
Others	13565	43956589	0.44	9228	34521837	0.35	-0.09
	561689	9894557280	100	605244	9894557280	100	0.00

(* including 0.32% kept in separate demat account as on 31.03.2019.)

c. Major Shareholders

Details of Shareholders holding more than 1% of the paid-up capital of the Company as on 31st March, 2020 are given below:

Name of the Share Holder	No. of Shares	%	Category
PRESIDENT OF INDIA	5048097508	51.02	INDIAN PROMOTER
LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	1032663960	10.44	FI
ICICI PRUDENTIAL VALUE FUND SERIES 8	735585649	7.43	MUTUAL FUND
HDFC TRUSTEE COMPANY LTD. A/C HDFC TOP 100 FUND	421546989	4.26	MUTUAL FUND
RELIANCE CAPITAL TRUSTEE CO LTD.A/C RELIANCE POWER & INFRA FUND	260053226	2.63	MUTUAL FUND
SBI-ETF SENSEX	124853527	1.26	MUTUAL FUND
T. ROWE PRICE INTERNATIONAL STOCK FUND	108456571	1.10	FOREIGN PORTFOLIO INVESTOR
ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED	105668928	1.07	MUTUAL FUND

xvi) Dematerialisation of Shares and Liquidity

The shares of the Company are in compulsory dematerialised segment and are admitted with both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL).

In pursuance of Article 7 of the Articles of Association of the Company and as per Rule 6 of the Companies (Share Capital and Debentures) Rules, 2014, the Company has prescribed a fee of ₹ 50/- per share/ bond certificate on issue of certificates on splitting/ consolidation/ rematerialisation/ duplicate on loss of shares/ bonds.

Secretarial Audit Report for Reconciliation of the Share Capital of the Company obtained from Practising Company Secretary has been submitted to Stock Exchanges within stipulated time.

No. of shares held in dematerialized and physical mode as on 31st March, 2020 are as under:

TYPE	HOLDERS	SHARE	% HOLDING
DEMAT	603574	9894470525	99.9991
PHYSICAL	1670	86755	0.0009
TOTAL	605244	9894557280	100

xvii) The names and addresses of the Depositories are as under:

- National Securities Depository Ltd.
Trade World, 4th Floor, Kamala Mills Compound
Senapathi Bapat Marg, Lower Parel, Mumbai-400 013
- Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street, Mumbai-400 023

xviii) Demat Suspense Account:

Details of shares/ debentures in the suspense accounts opened and maintained after Initial Public Offering, Further Public Offering of Equity Shares of NTPC and Bonus Debentures as on 31st March, 2020 is furnished below:

Details of "NTPC LIMITED – IPO – Unclaimed Shares Demat Suspense Account" (account opened and maintained after IPO):

Opening Balance (as on 01/04/2019)		Requests Disposed off during 2019-20		Closing Balance (as on 31/03/2020)	
Cases	Shares	Cases	Shares	Cases	Shares
9	2072	4	888*	5	1184

*Transferred to IEPF authority.

Details of "NTPC LIMITED – FPO Unclaimed Shares Demat Suspense Account" (account opened and maintained after FPO):

Opening Balance (as on 01/04/2019)		Disposed off during 2019-20		Closing Balance (as on 31/03/2020)	
Cases	Shares	Cases	Shares	Cases	Shares
7	1206	1	67*	6	1139

*Transferred to IEPF Authority..

Details of "NTPC LIMITED – Bonus Debentures – Unclaimed Debentures Demat Suspense Account" (account opened and maintained after Issue of Bonus Debentures):

Opening Balance (as on 01/04/2019)		Requests received and Disposed off during 2019-20		Closing Balance (as on 31/03/2020)	
Cases	Shares	Cases	Shares	Cases	Shares
29	5474	-	-	29	5,474

xix) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity

No GDRs/ ADRs/Warrants or any Convertible instruments has been issued by the Company.

xx) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. For a detailed discussion on foreign exchange risk and hedging activities, please refer to Directors' Report and Management Discussion and Analysis Report.

xxi) Number of Shares held by the Directors :

Directors	No. of shares (as on 31/03/2020)
Shri Gurdeep Singh	5828
Shri Saptarshi Roy	1341
Shri A.K.Gupta	7224
Shri Prakash Tiwari	NIL
Shri A.K.Gautam	12370
Shri Ashish Upadhyaya	NIL
Shri Vivek Kumar Dewangan	NIL
Shri M.P.Singh	NIL
Shri P.K.Deb	NIL
Shri Shashi Shekhar	829
Shri Vinod Kumar	5555
Shri Subhash Joshi	NIL
Dr. Bhim Singh	NIL
Dr. K. P. K. Pillay	NIL



xxii) Locations of NTPC plants

Dadri, Badarpur & Faridabad (DBF) Region:**Thermal Power Stations**

- i) National Capital Thermal Power Station - Distt. Gautam Budh Nagar, Uttar Pradesh

Gas Power Stations

- i) Faridabad Gas Power Project – Distt. Faridabad, Haryana
- ii) National Capital Gas Power Project- Distt. Gautam Budh Nagar, Uttar Pradesh

Solar Power Stations

- i) 5MWp, Dadri Solar Power Plant, Dadri, Distt. Gautam Budh Nagar, Uttar Pradesh
- ii) 5MWp, Faridabad Solar Power Plant, Distt. Faridabad, Haryana

Eastern Region - I**Thermal Power Stations**

- i) Barh Super Thermal Power Project- Patna, Bihar
- ii) Farakka Super Thermal Power Station – Distt. Murshidabad, West Bengal
- iii) Kahalgaon Super Thermal Power Project- Distt. Bhagalpur, Bihar
- iv) North Karanpura Super Thermal Power Project – Distt. Hazaribagh, Jharkhand
- v) Barauni Thermal Power Project, Distt. Begusarai, Bihar

Eastern Region - II**Thermal Power Stations**

- i) Talcher Super Thermal Power Station- Distt. Angul, Odisha
- ii) Talcher Thermal Power Station- Distt. Angul, Odisha
- iii) Bongaigaon Thermal Power Project, Distt. Kokrajhar, Assam.
- iv) Darlipalli Super Thermal Power Project, Distt. Sundergarh, Jharsuguda, Odisha

Solar Power Station

10 MWp Talcher Kaniha Solar Power Station, Distt. Angul, Odisha

Northern Region**Thermal Power Stations**

- i) Feroze Gandhi Uncharar Thermal Power Station – Distt. Raebareli, Uttar Pradesh
- ii) Rihand Super Thermal Power Project – Distt. Sonebhadra, Uttar Pradesh
- iii) Singrauli Super Thermal Power Station- Distt. Sonebhadra, Uttar Pradesh
- iv) Tanda Thermal Power Station- Distt. Ambedkar Nagar, Uttar Pradesh
- v) Vindhychal Super Thermal Power Station- Distt. Singrauli, Madhya Pradesh

Gas Power Stations

Auraiya Gas Power Project – Distt. Auraiya, Uttar Pradesh

Solar Power Station

- i) 10 MWp Uncharar PV Solar Power Station, Distt. Raebareli, Uttar Pradesh
- ii) 15 MWp Singrauli Solar PV Power Stations, Distt. Sonebhadra, Uttar Pradesh
- iii) 140 MWp Bilhaur Solar Power Project, Dist. Kanpur,

Uttar Pradesh

- iv) 20 MWp Auraiya Solar Power Project – Distt. Auraiya, Uttar Pradesh

Southern Region**Thermal Power Stations**

- i) Ramagundam Super Thermal Power Station- Distt. Karimnagar, Telangana
- ii) Simhadri Super Thermal Power Project- Distt. Vishakapatnam, Andhra Pradesh
- iii) Telangana Super Thermal Power Project, Distt. Karimnagar, Telangana
- iv) Kudgi Thermal Power Project, Distt. Bijapur, Karnataka

Gas Power Stations

- i) Rajiv Gandhi Combined Cycle Power Project – Distt. Alappuzha, Kerala

Solar Power Station

- i) 5 MWp Solar PV Power Plant, Port Blair, A&N Islands
- ii) 10 MWp Ramagundam Solar Power Station, Distt. Karimnagar, Andhra Pradesh
- iii) 250 MWp Anantapur Solar PV Project, Distt. Anantapur, Andhra Pradesh

Western Region - I**Thermal Power Stations**

- i) Solapur Super Thermal Power Project – Distt. Solapur, Maharashtra
- ii) Mouda Super Thermal Power Project – Distt. Nagpur, Maharashtra

Gas Power Stations

- i) Jhanor Gandhar Gas Power Project- Distt. Bharuch, Gujarat
- ii) Kawas Gas Power Project- Distt. Surat, Gujarat
- iii) Anta Gas Power Project – Distt. Baran, Rajasthan

Solar Power Project

- i) 260MWp Bhadla Solar Power Project, Distt. Jodhpur, Rajasthan

Wind Power Project:

- i) Rojmal Wind (50 MW) Project, Gujarat

Western Region -II**Thermal Power Stations**

- i) Korba Super Thermal Power Station- Distt. Korba, Chhattisgarh
- ii) Sipat Super Thermal Power Project-Distt. Bilaspur, Chhattisgarh
- iii) Gadarwara Super Thermal Power Project, Distt. Narsinghpur, Madhya Pradesh
- iv) Lara Super Thermal Power Project, Distt. Raigarh, Chhattisgarh
- v) Khargone Super Thermal Power Project, Distt. Khargone, Madhya Pradesh
- vi) Barethi Super Thermal Power, Distt. Chhatarpur, Madhya Pradesh

Solar Power Station

- i) 50 MWp Solar PV Power Plant, Rajgarh, Madhya Pradesh
- ii) 250MWp Mandasaur Solar Power Project, Distt. Mandasaur, Madhya Pradesh

HYDRO POWER PROJECTS

- i) Koldam Hydro Power Project – Distt. Bilaspur,

- Himachal Pradesh
- ii) Tapovan – Vishnugad Hydro Power Project – Distt. Chamoli, Uttarakhand
 - iii) Lata Tapovan Hydro Power Projects – Distt. Chamoli, Uttarakhand
 - iv) Rammam – III Hydro Electric Power Project Distt. Darjeeling, West Bengal.
 - v) Singrauli Small Hydro Power Projects, Distt. Sonbhadra, Uttar Pradesh

POWER PROJECTS UNDER SUBSIDIARY COMPANIES
Thermal Power Projects

- i) Kanti Bijlee Utpadan Nigam Limited : Muzaffarpur Thermal Power Station, Muzaffarpur, Bihar
- ii) Bhartiya Rail Bijlee Co. Ltd. : Nabinagar Thermal Power Project, Distt. Aurangabad, Nabinagar, Bihar (in JV with Railways)
- iii) Patratu Vidyut Utpadan Nigam Limited: Patratu Thermal Power Project, Patratu, Jharkhand
- iv) Nabinagar Power Generating Company Limited : Nabinagar Super Thermal Power Project – Distt. Aurangabad, Nabinagar, Bihar
- v) THDC (India) Ltd, Ganga Bhawan, Pragatipuram, Bypass Road Rishikesh-249201.
- vi) North Eastern Electric Power Corporation Limited, Brookland Compound, Lower New Colony, Shillong

JOINT VENTURE POWER PROJECTS
Thermal Power Stations

- a. NTPC –SAIL Power Company Ltd.
 - i) Rourkela CPP-II - Distt. Sundargarh, Odisha
 - ii) Durgapur CPP-II - Distt. Burdwan, West Bengal
 - iii) Bhilai CPP - Bhilai (East), Chattisgarh
- b. Ratnagiri Gas & Power Pvt. Ltd. : Ratnagiri Power Project - Maharashtra
- c. NTPC Tamil Nadu Energy Co. Ltd: Vallur Thermal Power Project – Chennai, Tamil Nadu
- d. Aravali Power Co. Pvt. Ltd.: Indira Gandhi Super Thermal Power Project - Distt. Jhajjar, Haryana
- e. Meja Urja Nigam Pvt. Ltd.: Meja Super Thermal Power Project – Tehsil Meja, Allahabad

Overseas Joint Venture Projects

- i) Trincomalee Power Co. Ltd. : Trincomalee Power Project, Trincomalee, Sri Lanka
- ii) Bangladesh- India Friendship Power Company (Pvt) Ltd. : Maitree Power Project at Khulna, Bangladesh

COAL MINING SITES

- i) Pakri Barwadih Coal Mining Project, Hazaribagh, Jharkhand
- ii) Chatti-Bariatu Coal Mining Project, Hazaribagh, Jharkhand
- iii) Kerandari Coal Mining Project, Hazaribagh, Jharkhand
- iv) Talaipalli Coal Mining Project, Raigarh, Chattisgarh
- v) Dulanga Coal Mining Project, Sundargarh, Odisha
- vi) Banai Coal Mining Project, Raigarh, Chattisgarh
- vii) Bhalumunda Coal Mining Project, Raigarh, Chattisgarh
- viii) Mandakini-B Coal Mining Project, Angul, Odisha

JOINT VENTURE COAL MINES

- ix) Banhardih Coal Mining Project, Latehar, Jharkhand (in JV with JVBNL)

xxiv) Address for correspondence:

NTPC Bhawan, SCOPE Complex
7, Institutional Area, Lodhi Road,
New Delhi – 110003

The phone numbers and e-mail reference for communication are given below:

	Telephone No.	Fax No.
Registered Office NTPC Limited NTPC Bhawan, Core-7, Lodhi Road, 7 Institutional Area, SCOPE Complex, New Delhi -110003	011-2436 0100	011- 2436 1018
Company Secretary & Compliance Officer Ms. Nandini Sarkar	011-24360959	011-2436 0241
E-mail id	nsarkar@ntpc.co.in	
Chief Investor Relations Officer Shri Aditya Dar	011-2436 7072	011-2436 1724
E-mail id	adityadar@ntpc.co.in	
Nodal officer for IEPF Mr. A.K. Gautam Director (Finance)	011- 24365552	011-24361018
E-mail id	isd@ntpc.co.in	
Dy. Nodal officer for IEPF Mr. Aditya Dar Chief General Manager (Finance)	011-24367072	011-24361724
E-mail id	iepf@ntpc.co.in	
E-mail ID (exclusive) for redressal of investors complaints	For Shares and Tax Free Bonds, 2015: isd@ntpc.co.in For Tax Free Bonds, 2013: tfb@ntpc.co.in For Bonds including Bonus Debentures: powerbonds@ntpc.co.in	

16. CORPORATE GOVERNANCE AWARDS & RECOGNITIONS

NTPC has been conferred various awards in area of Corporate Governance from time to time including:

- (i) ASSOCHAM Corporate Governance Excellence Award – 2014-15 for Listed Companies in PSU category in recognition for outstanding governance practices undertaken by the Company.
- (ii) 'Golden Peacock Global Award for Excellence in Corporate Governance' by World Council for Corporate Governance for the year 2014. This award was also received by the Company during the years 2007, 2009 and 2012.
- (iii) Award for Excellence 2011 - Good Corporate Citizen Award by PHD Chamber of Commerce and Industry.
- (iv) 'ICSI National Award for Excellence in Corporate Governance – 2009 by the Institute of Company Secretaries of India.

For and on behalf of Board of Directors



Place: New Delhi
Date: 14th August, 2020

(Gurdeep Singh)
Chairman & Managing Director



SKILL/COMPETENCE MATRIX OF DIRECTORS:

Annex-I

S. No.	Names of Directors	Designation	Technical/Engineering	Energy & Power Sector	Finance & Banking	Economics	Human Resources Management	Regulatory Framework	Management	Environment	Academics	Research and Development
I.	Shri Gurdeep Singh	Chairman & Managing Director	✓	✓					✓			
II.	Shri A.K.Gautam	Director (Finance)		✓	✓			✓				
III.	Shri Dillip Kumar Patel	Director (HR)	✓	✓			✓		✓			
IV.	Shri Ramesh Babu V.	Director (Operations)	✓	✓								
V.	Shri Chandan Kumar Mondol	Director (Commercial)	✓	✓				✓				
VI.	Shri Ashish Upadhyaya	Govt. Nominee Director		✓	✓	✓		✓				
VII.	Shri Vivek Kumar Dewangan	Govt. Nominee Director	✓	✓	✓			✓				
VIII.	Shri M.P.Singh	Independent Director			✓							
IX.	Shri P.K.Deb	Independent Director			✓		✓	✓				
X.	Shri Shashi Shekhar	Independent Director			✓					✓		
XI.	Shri Vinod Kumar	Independent Director							✓	✓		
XII.	Shri Subhash Joshi	Independent Director				✓					✓	
XIII.	Dr. K. P. Kylasanatha Pillay	Independent Director						✓				
XIV.	Dr. Bhim Singh	Independent Director	✓	✓							✓	✓

DISCRETIONARY REQUIREMENTS

Annex-II

Besides the mandatory requirements, as mentioned in preceding pages, the status of compliance with discretionary requirements under Regulation 27(1) of SEBI LODR are as under:

- The Board:** The Company is headed by an Executive Chairman.
- Shareholder Rights:** The quarterly financial results of the Company are published in leading newspapers as mentioned under heading 'Means of Communication' and also hosted on the website of the Company. These results are not separately circulated.
- Modified opinion(s) in audit report:** The Auditor's report is unmodified.
- Reporting of the Internal Auditor:** The Internal Auditor reports to the Audit Committee of the Board.

Annex-III

Schedule of Compliances with Presidential Directives issued during the financial year 2019-20 and during last three years preceding the financial year 2019-20:

Year	Content of Presidential Directives	Compliance
2019-20	NIL	NIL
2018-19	Presidential Directive for wage revision	Complied
2017-18	NIL	NIL
2016-17	NIL	NIL