



एनटीपीसी लिमिटेड
(भारत सरकार का उद्यम)

NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01: SEC: LA-1

Dated: 23/5/2019

General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Manager
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex
Bandra(E)
Mumbai-400 051

Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019

Sub.: Annual Secretarial Compliance Report for the year ended March 31,2019

Dear Sir,

In terms of clause 3(b)(iii) of the above referred SEBI circular , we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Shri Jitesh Gupta, Practicing Company Secretary and the Secretarial Auditor of the Company.

This is for your information and record please.

Thanking you.

Yours faithfully,
For NTPC Limited
Nandini Sarkar
(Nandini Sarkar)
Company Secretary

J. K. Gupta & Associates

(Company Secretaries)

256 & 257, Vardhman City Center 2,
Near Shakti Nagar Railway Under Bridge,
Gulabi Bagh, Delhi- 110052

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SECRETARIAL COMPLIANCE REPORT OF NTPC LIMITED, FOR THE YEAR ENDED 31ST MARCH 2019

We J. K. Gupta & Associates have examined:

- all the documents and records made available to us and explanation provided by NTPC Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable to the Company during the Audit Period]





- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable to the Company during the Audit Period]**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable to the Company during the Audit Period]**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client;
- j) (other regulations as applicable) and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015	In respect to the appointment of requisite no. of Independent Directors on the Board of the Company.	In compliance to the regulations 17(1) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, there were requirement to have 8 (eight) Independent Directors on the Board of the Company but in actuals there were 7 (seven) in number in respect to the period commencing from 01/04/2018 till 29/07/2018.

2.	<i>Regulation 17(10) and 25(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</i>	<i>In respect to the performance evaluation of the Directors of the Company.</i>	<i>In compliance to the Regulation 17(10) and 25(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has not carried out the performance evaluation of the Directors of the Company during the period under review.</i>
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	<i>National Stock Exchange and Bombay Stock Exchange</i>	<i>Provisions of Regulation 17 (1) of the SEBI LODR, 2015</i>	<i>Penalty imposed by NSE and BSE for non-compliance of Regulation 17(1) of SEBI LODR, 2015 for non-appointment of requisite number of independent directors in the company for Quarter 1 and Quarter 2 in the financial year 2018-19.</i>	<i>As powers of appointment 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.</i>

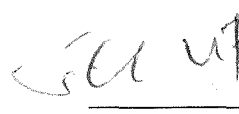



d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable for this report.				

Place: Delhi
Date: 23/05/2019

For J. K. Gupta & Associates

Jitesh Gupta
FCS No.: 3978
C P No.: 2448