

Annexure -III to Directors' Report

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO {PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014}

A. CONSERVATION OF ENERGY

a) Energy conservation measures taken:

Some of the important energy conservation measures taken during the year 2017-18 in different areas are as under:

ENERGY AUDITS

During 2017-18, all stations had conducted Auxiliary Power Consumption Energy Audits (25 nos.). Out of these, 09 stations got Mandatory Energy Audit conducted as per BEE notification.

AUXILIARY POWER CONSUMPTION

Some of the actions undertaken to reduce auxiliary power consumption at various stations are:

Retrofitting HT VFD in ID Fans of one unit of 500MW, Replacement of inefficient BFP cartridges based on high SEC, Energy Efficient Coating on pump internals of Cooling Water / other large water pumps, Installation of VFD's in various LT drives, Installing grid-connected roof top Solar PV systems, Retrofitting FRP blades in CT fans, Replacing existing motors with Energy Efficient motors, De-staging of CEP to optimize power consumption, Replacing old compressor with energy efficient screw compressor, ESP hopper heater modification to save energy, BFP Power saving by adopting sliding pressure operation during part loading, Optimization of operation of CW pumps, ARCW, clarified water pumps & Cooling Tower Fans during part load operation and during low ambient temperature conditions, Optimizing no. of mills, BFP and fans during prolonged partial loading, using TDBFP during unit startups, Modification of Ash slurry pump scoop operation.

LIGHTING

Replacement of existing lighting (FTL's, HPSV's) in boiler, turbine, switchgear rooms, offices with LED lighting and replacement of street lighting HPSV / Halogen / FTL fixtures with LED light fixtures in plant and township were undertaken at various stations during the year.

HEAT ENERGY

Boiler modification in 04 units for improving steam parameters and heat rate, CT renovation and fill replacement, Condenser chemical cleaning and opportunity based jet cleaning were undertaken at some of the Stations.

b) Additional investments and proposals for reduction in consumption of energy:

Provision of ₹ 3,775 lacs has been kept in BE 2018-19 for different energy conservation schemes like:

- LED lighting
- Retrofitting VFD's in ID fans / CEP's/ HFO pump
- Grid-connected roof top Solar PV systems
- Energy efficient LT motors
- Solar water heaters
- Occupancy sensors
- Polymer coating of water pump internals.

c) Impact of measures taken for energy conservation:

Savings achieved during 2017-18 on account of specific efforts for energy conservation:-

S.No.	Area/Activities	Energy Unit	Savings Qty.	₹ (Crore)
1	Electrical	MU	120.5	32.68
2	Heat Energy (equivalent MT of coal)	MT	74859	23.85
3	Heat Energy (equivalent MCM of Gas)	MCM	0.091	0.18
	Grand Total			56.71

Savings achieved during 2016-17 - ₹ 42.58 Crore.



B TECHNOLOGY ABSORPTION:

Efforts made towards technology absorption are contained in enclosed Form –B.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflow during the year and the foreign Exchange outgo during the year in terms of actual outflow as under:

Total Foreign Exchange Used/ Earned (2017-18)	(₹ Crore)
1. Foreign Exchange Outgo	
-Capital Goods & Spare Parts	2,122.29
-Professional and Consultancy Fee	6.82
-Interest & Bond Issue Expenses	1,428.19
-Others	8.16
2. Foreign Exchange Earned	
-Professional & Consultancy Fee	2.01

FORM B**Form for disclosure of particulars with respect to Absorption of Technology****1.0 Specific areas in which NETRA activities have been carried out during 2017-18:****a. Recently Completed Projects:**

- 120 TPD Flue gas based Desalination plant at Simhadri
- Solar Wind Hybrid at Kudgi
- 400 TR Flue Gas based Air conditioning at Talcher Kaniha
- 10 TR Ground Source Heat Pump (GSHP) at NETRA
- Fly ash based Geo-polymer road at Dadri
- Installation of Flexible operation control for 500 MW thermal unit at Dadri
- Robot based Solar PV Panel cleaning at NTPC Dadri
- Setup of drop tube reactor of 1500°C for combustion Studies at NETRA

b. Developmental Projects (ongoing):

- Light Weight Aggregate (LWA) Plant at Sipat
- Bottom Ash as Fine Aggregates in cement concrete
- Development of Nano lubricant for coal mill gear box
- Super hydrophobic Nano-coating for solar PV panel cleaning
- Development of Nano fluids as a novel coolant
- CFD Services for Aux Power Savings
- Cooling Tower Design & Performance Improvement.
- Solar Sea Water Desalination at NTECL – Vallur
- Solar PV performance and degradation study
- Solar Thermal Hybrid Plant at NTPC Dadri
- Appl. of UAVs/Drones in Power Sector (Eg. Solar PV Inspection & Volumetric Analysis of coal etc.)
- High quality fuel generation from MSW (with Tokyo University)
- Setting up of 5 TPD Bio-CNG Production from biomass (agri residue/waste)
- Development of High Accuracy Solar Forecasting model capturing Atmospheric Aerosol and Cloud movement with satellite image data with ISRO



c. Scientific Support to NTPC Stations (Continuous basis):

- ❖ Life enhancement & availability improvement of components by NDE of boilers, steam turbine, Gas turbines and generator components and health assessment using advanced Non-destructive analysis tools such as Eddy current testing, video imaging, phased array and TOFD etc.
- ❖ Enhancing reliability through robotic Inspections of LTSH tubes in Boiler.
- ❖ Performance enhancement through CFD Analysis of Flue gas ducts, CW sumps and ESP.
- ❖ Metallurgical Failure analysis of Boiler pressure parts components etc.
- ❖ Quantitative and Qualitative analysis of deposit, solvent selection and post operational chemical cleaning recommendations for boilers.
- ❖ Corrosion analysis, monitoring, control of power plants such as cooling water treatments, coating selection, etc.
- ❖ Specialized analytical support for characterizing the turbine deposits, corrosion products, heavy metals in effluents using state of art equipment's such as SEM, XRD, IC, TOC, particle count analyser etc.
- ❖ Condition Monitoring of:
 - High voltage transformers through tools such as FDS, SFR and chemical analysis such as dissolved gas analysis, Furfural content & degree of polymerization.
 - Super heater / re-heater tubes of ageing boilers through accelerated creep testing.
 - Lubricating oils of rotating components using wear debris analysis
 - ion exchange resins & activated carbon for capacity enhancement and its kinetics
 - Rotating machines through diagnosis of vibration problems.

d. Scientific Support to Other Utilities:

Govt. Sectors:

- ❖ HPGCL(Deen Bhandu), RGTPP-HPGCL,HPGCL-Panipat, NHPC LTD-Uri I&II, NHPC Tanakpur, RGPPL, MPPGCL Khandwa, WBPDCOL Kolaghat, MPPGCL Birsinghpur, RVUNL Chhabra, GSECL UKAI,DVC-Chandrapura.

Private Sectors:

- ❖ THDCIL-KOTESHWAR, THDC –KOTA, SCALEAWAY(India), Prayagraj Power GCL, Jhajjar Power Ltd., NPGC, Gama Infra, Gupta Enterprises, Siemens Ltd., Haldia Energy Ltd., Jaiprakash Power, R B Electricals, TPSC (India) Private Ltd., Balaji Power, Lalitpur Power Generation, Toshiba JSW, Dhariwal Infra, Coastal Gujarat Power Ltd., GE T&D INDIA.

JV's & Subsidiary:

- ❖ NSPCL-Rourkela, NSPCL-Durgapur, NSPCL-Bhilai, KBNUL, APCPL, NTECL-Vallur

2.0 Benefits derived as a result of above Research & Technology Development:

NETRA activities have helped the stations in analysis of failures and its prevention. Techniques developed by NETRA are implemented at stations wherever required. Regeneration treatments of resins, chemical cleaning/treatment and corrosion control measures supported the stations in improving the efficiency and availability of boilers and various heat exchangers/cooling towers, etc.CFD based modifications have resulted in power saving and have been helpful in analyzing and resolving vibration problems in CW pumps. Studies on CO₂ capture and utilization, solar thermal, bio-fuels will result into development of technologies for reduction in the impact on climate change and technologies for affordable renewable energy sources. By developing Geo polymer road using ash has found a new method for bulk ash utilisation. Sea water Desalination plant at Simhadri for drinking water.

3.0 Expenditure on Research & Development

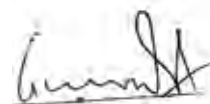
S.No.	Description	Expenditure in (₹ /Crores)		
		2015-16	2016-17	2017-18
a)	Capital	21.68	81.88	107.31
b)	Revenue	108.00	80.40	77.67
c)	Total	129.68	162.28	184.98
d)	Target	102.91	101.62	93.85
e)	Total R&D expenditure as a percentage of PAT	1.26%	1.59%	1.97%

4.0 Technology Absorption, Adaptation and Innovation

Particulars of some of the important technology imported during last five (5) years are as follows:

S.No.	Technology	Year	Stations
1	Bio-Mass Co-Firing	2017-18	Successful trial testing of 10% Bio-Mass firing completed at Dadri Boiler
2	Environmental Norms Compliance (SO ₂ emission control by FGD)	2017-18	Wet Lime stone based FGD Packages awarded for Dadri-II(2x490MW) and Jhajar (3x500MW)
3	Replacement of Halon based (Ozone depleting CFC) Fire Fighting System with Inert gas based system.	2017-18	Being implemented in NTPC Stations Control room and CER
4	Waste To Energy Plant	2017-18	24TPD WTE plant is being implemented at Varanasi
5	Cooling Tower of FRP construction	2015-16	Being implemented in BRBCL,Nabinagar(4x250 MW) and replacement of CTs of Simhadri-Stage I (2X500MW)
6	Ultra- supercritical Power plants with steam parameters 270 kg/cm ² steam pressure and 600/600 degree at turbine end	2014-16	Being implemented in Khargone (2X660 MW), Telangana –I (2X800 MW) and Patratu (3x800MW)
7	Adoption of USC steam parameters 260 Kg/ cm ² steam pressure and 593/593 degree at turbine end	2013-14	Being implemented in (3x660 MW) North Karanpura.
8	Air-cooled condenser for super critical units	2013-14	Being implemented in (3x660 MW) North Karanpura and Patratu (3x800MW)

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place: New Delhi

Dated: 8th August, 2018

STATISTICAL INFORMATION ON RESERVATION OF SCs/STs FOR THE YEAR 2017-18

Representation of SCs/STs as on 01.01.2018:

Group	Employees on Roll	SCs	%age	STs	%age
A	13393	1828	13.65	705	5.26
B	4123	714	17.32	396	9.60
C	3532	526	14.89	245	6.94
D	677	170	25.11	91	13.44
Total*	21725	3238	14.90	1437	6.61

*The above data is inclusive of manpower posted at JVs and Subsidiaries and manpower of taken over projects.


Recruitment of SCs/STs during the year 2017:

Group	Total Recruitment	SCs	%age	STs	%age
A	145	25	17.24	12	8.28
B	0	0	0.00	0	0.00
C	151	24	15.89	5	3.31
D	1	0	0.00	0	0.00
Total	297	49	16.50	17	5.72

Promotions of SCs/STs during the year 2017:

Group	Total Promotion	SCs	%age	STs	%age
A	2658	370	13.92	130	4.89
B	1047	189	18.05	101	9.65
C	807	101	12.52	53	6.57
D	66	24	36.36	15	22.73
Total	4578	684	14.94	299	6.53

For and on behalf of the Board of Directors



(Gurdeep Singh)
Chairman & Managing Director

Place: New Delhi
Dated: 8th August, 2018



Young Engineers of NTPC

INFORMATION ON DIFFERENTLY ABLED PERSONS

With a view to focus on its role as a socially responsible and socially conscious organization, NTPC has endeavored to take responsibility for adequate representation of physically challenged persons in its workforce. With this in view, total of 7 DAP were recruited during the year 2017. As on 1.1.2018, 469(2.2%) DAP (97 VH,77 HH and 295 OH) are on the rolls of the company. Reservation has been provided as per rules/policy. Some of the other initiatives taken for the welfare of DAPs by NTPC over the years are as under:

- NTPC has entered into an agreement with Artificial Limbs Manufacturing Corporation(ALIMCO) to benefit around 5000 DAP in the Neighborhood of NTPC stations/projects over period of three years starting 2016-17.
- For individual needs of the VH employees, screen reading software and Braille shorthand machines are made available by the Projects. A website has been made DAP friendly, particularly for Low Vision Employees.
- Changes in the existing building have been/ are being made to provide barrier free access to differently abled. Ramps have also been provided for unhampered movement of wheel chairs.
- At most of the NTPC Projects, wherever houses are located in multi-storied structures, allotments to DAP has been made on the ground floor. Special parking enclosure near the ramp at the office entrance as well as PH friendly toilet and lift at (Corporate Center) CC.
- Wheel chairs have been provided to employees with orthopedics disabilities. If required, the assistance of an attendant has also been sanctioned.
- Wherever required, gates/ door of the quarter has been widened.
- Petty contracts like book binding, scribbling pad preparation from waste paper, file binding, furniture repair, screen printing, spiral binding, painting contract were also given to disabled persons.
- At CC, procurement of stationery items like files, envelopes were also done from NGOs/ Agencies like ADDI, MUSKAN, Blind Relief Association who are working for physically challenged thereby creating indirect employment.
- Paintings made by disabled persons have also been procured and placed at different locations in the Company Offices.
- Medical camps have been organized in various projects of NTPC for treatment and distribution of aids like artificial limbs, tricycles, wheelchairs, calipers etc.
- Shops have been allotted in NTPC Township to DAP so that they may earn their livelihood.
- Regular interactive meetings are being organized with DAPs.
- 20 number of Scholarships @ ₹ 4,000/- per month/ per student are given to differently abled students pursuing MBA/ PGDBM/ Degree in Engineering Courses /MBBS.
- In order to encourage and motivate children and youth from neighborhood villages of NTPC Projects/Stations for higher studies, NTPC management has launched 'NTPC Utkarsh'-Merit Scholarship under "NTPC Foundation" for students(including Physically Challenged) from the neighborhood of its projects / stations w.e.f. FY 2016-17. The scheme will benefit about 7300 students every year from neighborhood communities pursuing X, XII, ITI, BE/B.Tech and MBBS studies.
- Physically challenged (Orthopedically Handicapped) employees have been allowed to purchase a three wheeler vehicle with a hand fitted engine against their normal entitlement (advance for scooter/ motorcycle/ moped) under NTPC conveyance Advance Rules.
- At all Projects/ Offices, Nodal Officers (Physically Challenged) have been nominated.
- Reimbursement towards low vision aids, dark glasses etc. subject to maximum of ₹ 2000/- every year. Similarly hearing aid; behind the ear model for each ear restricted to ₹ 25,000/- or actual cost whichever is lower. It may be replaced every four years subject to certificate of condemnation by ENT Specialist. Aforesaid reimbursement is admissible to employees and dependents of employees who are visually challenged/Hearing impaired.
- Relaxation in qualifying marks: Pass marks in lateral recruitment and 10% relaxation in Executive Trainees recruitment. 10% relaxation in written test and interview.
- The minimum performance level marks for promotions (in workman categories) within the cluster is relaxed by 3 marks in case of employees belonging to SC/ ST/ Physically Challenged category.

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place: New Delhi

Dated: 8th August, 2018



FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L40101DL1975GOI007966
2.	Registration Date	7 th November 1975
3.	Name of the Company	NTPC Limited
4.	Category/Sub-category of the Company	Public Company / Government Company
5.	Address of the Registered office & contact details	NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003 Telephone No : 011 24360100 /7072 Fax No : 011 24361018 /1724 E mail : csntpc@ntpc.co.in
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any	(a) Registrar and Transfer Agent for Equity Shares M/s Alankit Assignments Limited, Alankit Heights, 1E/13, 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) Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Hyderabad-500008 Phone No: 040-67161518 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1	Electric power generation by coal based thermal power plant	35102	89.59%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the company	CIN/GLN	% of shares held
Subsidiary Company {Section 2(87)(ii)}			
1	NTPC Vidyut Vyapar Nigam Limited NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi	U40108DL2002GOI117584	100.00
2	NTPC Electric Supply Co. Limited NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi	U40108DL2002GOI116635	100.00
3	Kanti Bijli Utpadan Nigam Limited* NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi	U40102DL2006GOI153167	72.64
4	Bhartiya Rail Bijlee Co. Limited. NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi	U40102DL2007GOI170661	74.00
5	Patratu Vidyut Utpadan Nigam Limited NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi	U40300DL2015GOI286533	74.00
Associate Company {Section 2(6)}			
1	Utility Powertech Limited, H block, 3 rd Floor, Dhirubhai Ambani Knowledge City, Thane Belapur Road, Navi Mumbai, Mumbai	U45207MH1995PLC094719	50.00
2	NTPC SAIL Power Company Limited, 4 th Floor NBCC Tower, 15 th Bhikaji Kama Place, New Delhi	U74899DL1999PLC098274	50.00
3	NTPC GE Power Services Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U74899DL1999PTC101702	50.00
4	NTPC Tamil Nadu Energy Company Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U40108DL2003PLC120487	50.00
5	Ratnagiri Gas & Power Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U40105DL2005PTC138458	25.51
6	Aravali Power Company Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U40105DL2006PTC156884	50.00
7	NTPC SCCL Global Ventures Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003 ⁵	U40101DL2007PTC166472	50.00
8	Meja Urja Nigam Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U74900DL2008PTC176247	50.00
9	NTPC BHEL Power Projects Private Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003 ⁶	U40102DL2008PTC177307	50.00
10	BF-NTPC Energy Systems Limited, 14 th Floor, Antariksh Bhawan, 22 KG Marg, New Delhi-110003 ⁶	U40106DL2008PLC179793	49.00
11	Nabinagar Power Generating Company Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003 ⁷	U40104DL2008PTC183024	50.00
12	Transformers and Electricals Kerala Limited, Angamaly South, Ernakulam District Cochin, Kerala, India ⁸	U31102KL1963SGC002043	44.60
13	National High Power Test Laboratory Pvt. Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U73100DL2009PTC190541	20.00
14	Energy Efficiency Services Limited, 4 th Floor, Sewa Bawan, R K Puram, New Delhi	U40200DL2009PLC196789	31.71
15	CIL NTPC Urja Private Limited, NTPC Bhawan, SCOPE Complex Lodi Road, New Delhi-110003	U14105DL2010PTC202053	50.00
16	International Coal Ventures Pvt. Limited, 20 th Floor, Scope Minar, (Core-2), North Tower, Laxmi Nagar District Center, Delhi ⁹	U10100DL2009PTC190448	0.11



17	Anushakti Vidhyut Nigam Limited, 16 th Floor, Center 1 , World Trade Center, Cuffe Parade, Mumbai	U40300MH2011GOI212727	49.00
18	Hindustan Urvarak & Rasayan Limited, Coal Bhawan, 10 Netaji Subhash Road Kolkata, Kolkata, West Bengal 700001	U24100WB2016PLC216175	33.33
19	Konkan LNG Private Ltd., 16, Bhikaiji Cama Place R. K. Puram, New Delhi-110066	U11100DL2015PTC288147	25.51
20	Trincomalee Power Company Limited, 3rd Floor, No.240, High Level Road, Kirulapone, Colombo – 00600, Sri Lanka	Not Applicable / Foreign Com- pany	50.00
21	Bangladesh - India Friendship Power Company (P) Limited, 14 th Floor, Bidyut Bhawan, 1 Abdul Gani Road, Dhaka	Not Applicable / Foreign Com- pany	50.00

* Kanti Bijli Utpadan Nigam Limited and Nabinagar Power Generating Company Pvt. Limited became wholly owned subsidiary of NTPC w.e.f 29.06.2018

\$ NTPC SCCL Global Ventures Pvt. Limited is under the process of voluntary winding up, order for dissolution from Delhi High Court is still awaited.

% NTPC has decided to exit from International Coal Ventures Pvt. Limited and NTPC BHEL Power Projects Private Limited (NBPPL), approval from Government of India is awaited.

@BF-NTPC Energy Systems Limited is after getting approval from Ministry of Power is under the Process of Winding Up.

NTPC has decided to exit from Transformers and Electricals Kerala Limited(TELK) and Ministry of Power, Government of India also accorded its approval for the same but Government of Kerala through Additional Chief Secretary to Government vide letter dated May 2,2017,requested NTPC to review and cancel decision to quit TELK. The matter is under examination

Note: Hon'ble High Court of Delhi, based on satisfaction accorded by the official Liquidator, pronounced its order dated May 26, 2017 under (O.PET No. 37/2017) and dated July 4,2017 under (O.PET No. 40/2017) that National Power Exchange Limited (NPEX) & Pan-Asian Renewables Private Limited respectively, is hereby wound up and shall deemed to be dissolved with effect from the date of filing the petition.



Talcher Thermal Plant at Odisha

IV. (A) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category- wise Share Holding

CATEGORY OF SHAREHOLDER		NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR i.e. 01/04/2017				NO. OF SHARES HELD AT THE END OF THE YEAR i.e. 31/03/2018				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER / AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/ State Government(s)	5750759170	0	5750759170	69.74	5134825262	0	5134825262	62.27	7.47
(c)	Body Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1):	5750759170	0	5750759170	69.74	5134825262	0	5134825262	62.27	7.47
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2):	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	5750759170	0	5750759170	69.74	5134825262	0	5134825262	62.27	7.47
(B)	PUBLIC SHARE-HOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	254838520	0	254838520	3.09	719606124	0	719606124	8.73	5.64
(b)	Financial Institutions /Banks	1084671568	0	1084671568	13.15	1114712717	0	1114712717	13.52	0.37
(c)	Central Government / State Govt(s)	0	0	0	0.00	563152	0	563152	0.01	0.01
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	63226613	0	63226613	0.77	47813323	0	47813323	0.58	(0.19)
(f)	Foreign Institutional Investors	860353722	0	860353722	10.43	949663777	0	949663777	11.52	1.09
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1):	2263090423	0	2263090423	27.44	2832359093	0	2832359093	34.36	6.92
(2)	NON-INSTITUTIONS									
(a)	Body Corporate	65256784	0	65256784	0.79	116080722	1	116080723	1.41	0.62
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 1 lakh	128608139	46456	128654595	1.56	115653929	43074	115697003	1.40	(0.16)
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	15518410	0	15518410	0.19	13560393	0	13560393	0.17	(0.02)

CATEGORY OF SHAREHOLDER		NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR i.e. 01/04/2017				NO. OF SHARES HELD AT THE END OF THE YEAR i.e. 31/03/2018				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(c)	Others									
	Clearing Members	6370880	0	6370880	0.08	3154203	0	3154203	0.04	(0.04)
	Directors/ Employees	11709	0	11709	0.00	7756470	0	7756470	0.09	0.09
	Foreign Body Corporate	1500	0	1500	0.00	2500	0	2500	0.00	0.00
	Foreign Nationals	1590	0	1590	0.00	0	0	0	0.00	0.00
	Non Resident Indians	4441743	48200	4489943	0.06	4449792	48200	4497992	0.05	(0.01)
	Trusts/HUF	11309396	0	11309396	0.14	17530761	0	17530761	0.21	0.07
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	231520151	94656	231614807	2.81	278188770	91275	278280045	3.37	0.56
	Total B=B(1)+B(2) :	2494610574	94656	2494705230	30.26	3110547863	91275	3110639138	37.73	7.47
	Total (A+B) :	8245369744	94656	8245464400	100.00	8245373125	91275	8245464400	100.00	
(C)	Shares held by custodians, for GDRs/ADRs									
(1)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Total C	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	8245369744	94656	8245464400	100.00	8245373125	91275	8245464400	100.00	

B) Shareholding of Promoter-

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	PRESIDENT OF INDIA	5,75,07,59,170	69.74	0	5,13,48,25,262	62.27	0	(7.47)

C) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year		Transaction during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/ Decrease in share holding	Reason	No. of shares	% of total shares of the company
1	At the beginning of the year	5,75,07,59,170	69.74				5,75,07,59,170	69.74
2	Offer for sale			29/8/2017	-54,71,50,444	Offer for sale	5,20,36,08,726	63.11
3	Employees-Offer for sale			19/9/2017	-94,69,848	Employees-Offer for sale	5,19,41,38,878	62.99
4	Offer for sale- Thru. Bharat 22 ETF			17/11/2017	-5,93,13,616	Offer for sale- Thru. Bharat 22 ETF	5,13,48,25,262	62.27
5	At the end of the year	5,13,48,25,262	62.27				5,13,48,25,262	62.27

D) Shareholding Pattern of top ten Shareholders (Closing Balance)
(Other than Directors, Promoters and Holders of GDRs and ADRs)

S. No.	For Each of the Top 10 Shareholders*	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	LIC OF INDIA FORTUNE PLUS SECURED FUND				
	At the beginning of the year	998258968	12.11	998258968	12.11
	Bought during the year	230235705	2.79	1228494673	14.90
	Sold during the year	225037876	2.73	1003456797	12.17
	At the end of the year	1003456797	12.17	1003456797	12.17
2	ICICI PRUDENTIAL TOP 100 FUND				
	At the beginning of the year	99465291	1.21	99465291	1.21
	Bought during the year	227417641	2.76	326882932	3.97
	Sold during the year	30210871	0.37	296672061	3.60
	At the end of the year	296672061	3.60	296672061	3.60
3	HDFC TRUSTEE CO. LTD A/C HDFC EQUITY OPPORTUNITIES				
	At the beginning of the year	36188202	0.44	36188202	0.44
	Bought during the year	184564048	2.24	220752250	2.68
	Sold during the year	3983916	0.05	216768334	2.63
	At the end of the year	216768334	2.63	216768334	2.63
4	THE INCOME FUND OF AMERICA				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	110255348	1.34	110255348	1.34
	Sold during the year	0	0.00	110255348	0.00
	At the end of the year	110255348	1.34	110255348	1.34
5	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LTD				
	At the beginning of the year	49009429	0.59	49009429	0.59
	Bought during the year	42487487	0.52	91496916	1.11
	Sold during the year	3945621	0.05	87551295	1.06
	At the end of the year	87551295	1.06	87551295	1.06
6	T. ROWE PRICE INTERNATIONAL STOCK FUND				
	At the beginning of the year	60139956	0.73	60139956	0.73
	Bought during the year	14372306	0.17	74512262	0.90
	Sold during the year	210700	0.00	74301562	0.00
	At the end of the year	74301562	0.90	74301562	0.90



7	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA				
	At the beginning of the year	37647117	0.46	37647117	0.46
	Bought during the year	18740071	0.23	56387188	0.69
	Sold during the year	1524957	0.02	54862231	0.67
	At the end of the year	54862231	0.67	54862231	0.67
8	SBI - ETF SENSEX				
	At the beginning of the year	18623299	0.23	18623299	0.23
	Bought during the year	37676524	0.46	56299823	0.69
	Sold during the year	2772599	0.04	53527224	0.65
	At the end of the year	53527224	0.65	53527224	0.65
9	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C				
	At the beginning of the year	20218162	0.25	20218162	0.25
	Bought during the year	22473086	0.27	42691248	0.52
	Sold during the year	7667249	0.10	35023999	0.42
	At the end of the year	35023999	0.42	35023999	0.42
10	VANGUARD EMERGING MARKETS STOCK INDEX FUND, ASERIE				
	At the beginning of the year	32873804	0.40	32873804	0.40
	Bought during the year	2394836	0.03	35268640	0.43
	Sold during the year	1288991	0.02	33979649	0.41
	At the end of the year	33979649	0.41	33979649	0.41

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

E) Shareholding of Directors and Key Managerial Personnel:

S. No	Shareholding of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Transaction during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/ Decrease in share holding	Reason	No. of shares	% of total shares of the company
1	Shri Gurdeep Singh	1725	0.00	01/04/2017			1725	0.00
				19/09/2017	3132	Purchase (OFS)	4857	0.00
				31/03/2018			4857	0.00
2	Shri Anil Kumar Jha ¹	3165	0.00	01/04/2017			3165	0.00
				31/07/2017			3165	0.00
3	Shri Subhash Chandra Pandey ²	4725	0.00	01/04/2017			4725	0.00
				31/08/2017			4725	0.00
4	Shri Kaushal Kishore Sharma ³	2094	0.00	01/04/2017			2094	0.00
				19/09/2017	3132	Purchase (OFS)	5226	0.00
				31/10/2017			5226	0.00
5	Shri K Biswal [#]	1725	0.00	01/04/2017			1725	0.00
				19/09/2017	3132	Purchase (OFS)	4857	0.00
				14/12/2017			4857	0.00

S. No	Shareholding of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Transaction during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/ Decrease in share holding	Reason	No. of shares	% of total shares of the company
6	Shri Anand Kumar Gupta	2888	0.00	01/04/2017			2888	0.00
				19/09/2017	3132	Purchase (OFS)	6020	0.00
				31/03/2018			6020	0.00
7	Shri Saptarshi Roy	1205	0.00	01/04/2017			1205	0.00
					(49)	Sale	1156	0.00
				31/03/2018			1156	0.00
8	Shri Aniruddha Kumar	214	0.00	01/04/2017			214	0.00
				31/03/2018			214	0.00
9	Shri S.K.Roy ⁴	4715	0.00	01/04/2017			4715	0.00
				31/03/2018			4715	0.00
10	Shri P.K.Mohapatra ⁵	4212	0.00	01/04/2017			4212	0.00
				19/09/2017	1600	Purchase (OFS)	5812	0.00
				31/03/2018			5812	0.00
11	Shri Shashi Shekhar	691	0.00	01/04/2017			691	0.00
				31/03/2018			691	0.00
12	Shri Vinod Kumar	1000	0.00	01/04/2017			1000	0.00
				31/03/2018			1000	0.00
13	Shri K.Sreekant	425	0.00	28/03/2018			425	0.00
				31/03/2018			425	0.00
14	Shri K P Gupta	0	0.00	01/04/2017			0	0.00
				19/09/2017	1500	Purchase (OFS)	1500	0.00
				31/03/2018			1500	0.00

Under suspension vide order dated 14th December, 2017 from Ministry of Power.

1 Ceased to be Director w.e.f. 31st July 2017 after attaining the age of his superannuation.

2 Ceased to be Director w.e.f. 31st August 2017 after attaining the age of his superannuation.

3 Ceased to be Director w.e.f. 31st October 2017 after attaining the age of his superannuation.

4 Appointed as Director w.e.f. 19th January 2018

5 Appointed as Director w.e.f. 31st January 2018



V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Amount in ₹ Crore

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (as at 01.04.2017)				
i) Principal Amount	33,711.40	73,128.81	-	1,06,840.21
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	804.63	356.29	-	1,160.92
Total (i+ii+iii)	34,516.03	73,485.10	-	1,08,001.13
Change in Indebtedness during the financial year (2017-18)				
i) Addition in principal amount	-	20,776.19	-	20,776.19
ii) Reduction in principal amount	(650.97)	(6,322.22)	-	(6,973.19)
iii) Change in principal amount due to ERV	-	1,059.31	-	1,059.31
iv) Change due to unamortised borrowing cost	0.31	(98.22)	-	(97.91)
v) Change in interest accrued but not due	(17.88)	111.92	-	94.04
Net Change (i-ii+iii+iv+v)	(668.54)	15,526.98	-	14,858.44
Indebtedness at the end of the financial year (as on 31.03.2018)				
i) Principal Amount	33,060.74	88,543.87	-	1,21,604.61
ii) Interest accrued but not due	786.75	468.21	-	1,254.96
Total (i+ii)	33,847.49	89,012.08	-	1,22,859.57

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S No	Particulars of Remuneration	Name of MD /WTD /Manager										Total Amount (in ₹)	
		CMD/CEO	WTD/CFO	WTD	WTD	WTD	WTD	WTD	WTD	WTD	WTD		
1	Gross salary	Sh. Gurdeep Singh	Sh. Kulamani Biswal [#]	Sh. A.K. Jha ¹	Sh. S.C. Pandey ²	Sh. S. Roy	Sh. K.K. Sharma ³	Sh A K Gupta	Sh.S.K.Roy ⁴	Sh. Prakash Tiwari ⁵	Sh. P.K. Mohapatra ⁵		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	65,46,405	41,49,153	57,97,547	48,13,006	52,64,896	54,18,355	57,09,849	49,69,741	43,57,045	54,74,065	5,25,00,062	
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	10,38,829	6,77,733	2,15,450	3,67,198	66,756	3,51,564	45,233	1,81,392	3,75,064	1,08,394	34,27,613	
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
2	Stock Option												
3	Sweat Equity												
4	Commission - as % of Profit -Others,specify												
5	Others, please specify												
	Total (A)	75,85,234	48,26,886	60,12,997	51,80,204	53,31,652	57,69,919	57,55,082	51,51,133	47,32,109	55,82,459	5,59,27,675	

Ceiling as per the Act : Not Applicable *

#Under suspension vide order dated 14th December, 2017 from Ministry of Power1 Ceased to be Director w.e.f. 31st July 20172 Ceased to be Director w.e.f. 31st August 20173 Ceased to be Director w.e.f. 31st October 20174 Appointed as Director w.e.f. 19th January 2018, however Salary for the entire period (i.e FY 2017-18) was considered.5 Appointed as Director w.e.f. 31st January 2018, however Salary for the entire period (i.e FY 2017-18) was considered.

* Section 197 of Companies Act, 2013 shall not apply vide MCA notification dated 5.6.2015

B. Remuneration to other directors: (Refer Corporate Governance Report for details)

Amount in ₹

Sl. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, please specify Honorarium	Total Amount
1.	Independent Directors				
	Dr.(Mrs.) Gauri Trivedi	7,00,000	-	-	7,00,000
	Shri Rajesh Jain ¹	2,80,000	-	-	2,80,000
	Shri Seethapathy Chander	5,60,000		40,000	6,00,000
	Shri M.P.Singh ²	3,20,000			3,20,000
	Shri P.K.Deb ²	3,80,000			3,80,000
	Shri Shashi Shekhar ²	3,00,000			3,00,000
	Shri Vinod Kumar ²	3,00,000			3,00,000
	Shri Subhash Joshi ²	3,20,000			3,20,000
	Total (1)	31,60,000	-	-	32,00,000
2.	Other Non-Executive Directors	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	31,60,000	-	40,000	32,00,000
	Total Managerial Remuneration (A+B)				5,91,27,675
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)	Not Applicable			

* Section 197 of Companies Act, 2013 shall not apply vide MCA notification dated 5.6.2015

1 Ceased to be Director w.e.f 10th October, 2017

2 Appointed as Director w.e.f. 24th October, 2017

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Amount in ₹

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		Sh. K P Gupta	Sh. Sudhir Arya	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	44,69,654	41,78,140	86,47,794
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	74,733	39,013	1,13,746
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit			
5	Others, please specify			
	Total	45,44,387	42,17,153	87,61,540

VI) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
There were no penalties/ punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.					

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place: New Delhi

Date: 8th August, 2018

Empowering the Girl Child through Girl Empowerment Mission (GEM)



FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

CSR has been synonymous with Company's core business of power generation. The Company's spirit of caring and sharing is embedded in its mission statement. The Company has a comprehensive Resettlement & Rehabilitation (R&R) policy covering community development (CD) activities which has been revised and updated from time to time. CD activities in green field area are initiated as soon as project is conceived and thereafter extensive community / peripheral development activities are taken up along with the project development. Separate CSR Community Development Policy, formulated in July 2004 and Sustainability Policy formulated in Nov 2012 were combined and revised in 2016 as "NTPC Policy for CSR & Sustainability" in line with Companies Act 2013 and DPE Guidelines for CSR. It covers a wide range of activities including implementation of key programmes through NTPC Foundation.

CSR & Sustainability programs undertaken by Company include activities specified in Schedule VII of the Companies Act 2013 & rules made there under and any other activity for benefit of community at large. Focus areas of NTPC CSR & Sustainability activities are Health, Sanitation, safe Drinking Water, Education, Women Empowerment, Social Infrastructure livelihood creation and support through innovative agriculture & livestock development, support to Physically Challenged Person (PCPs), and activities contributing towards Environment Sustainability. The Company commits itself to contribute to the society, discharging its corporate social responsibilities through initiatives that have positive impact on society at large, especially the community in the neighborhood of its operations by improving the quality of life of the people, promoting inclusive growth and environmental sustainability.

Preference for CSR & Sustainability activities is given to local areas around Company's operations, ensuring that majority CSR funds are spent for activities in local areas. However, considering Inclusive Growth & Environment Sustainability and to supplement Government effort, activities are also taken up anywhere in the country. During the year about 550 villages and more than 450 schools have been benefitted by NTPC's various CSR initiatives at different locations. NTPC's CSR initiatives have touched the lives of around 10 lakhs people in one or the other way, residing at remote locations.

Apart from the CSR activities undertaken in and around operations to improve the living conditions of the local communities, some of the other CSR initiatives undertaken PAN India are:

- Creation of full-fledged Science & IT lab in BGIS School, Vrindavan, construction of school & hostel for tribal children in Chapki, UP.
- Support for Combating cancer by creating infrastructure & equipment at National Cancer Institute Nagpur and AIIMS New Delhi.
- Revival and operation of Mechanized Solid Waste Management plant at Karsada, UP.
- Installation of Bore wells and Electric pump sets for 220 scheduled tribe farmers at Nagram village Telangana.
- Creation of Skill development and Panchkarma treatment center.
- NTPC participated in the CSR fair, first of its kind organized by DPE and exhibited the products prepared by local community under NTPC Skill development projects being operationalized by various NTPC units.
- Provision for income generation opportunities through vocational training, skill upgradation and income generation programs. NTPC has adopted 18 Industrial Training Institutes (ITIs) and is setting up 8 new ones. NTPC has signed Memorandum of Understanding (MoU) with National Skill Development Corporation (NSDC) to develop the skills of 30000 youth over a period of 05 years spread in 12 states in order to make them self-employable by NTPC.

NTPC, being a member of Global Compact Network, India, confirms its involvement in various CSR activities in line with 10 Global Compact principles and shares its experience with the representatives of the world through Communication on Progress (COP). It submits COP to United Nations Global Compact on regular basis.

Web link for accessing uploaded COP is given below:

www.unglobalcompact.org/what-is-gc/participants/7032-NTPC-Ltd#cop

Web Link to the CSR Policy & Projects or programs

<http://www.ntpc.co.in/en/corporate-citizenship/corporate-social-responsibility>

2. **The Composition of the CSR Committee**

As on 31.03.2018, the Board Level Corporate Social Responsibility & Sustainability Committee comprises

One functional Director	:	Shri Saptarshi Roy
Three Independent Directors	:	Dr. Gauri Trivedi
	:	Shri Pradeep Kumar Deb
	:	Shri Vinod Kumar



The committee recommends to the Board for approval, the amount of expenditure to be incurred on the activities and also monitors from time to time the Policy for Corporate Social Responsibility & Sustainability approved by the Board.

3. Average net profit of the Company for the previous 3 financial years - ₹ 11037.30 Crore
4. Prescribed CSR Expenditure (2% of the amount as in item 3 above) - ₹ 220.75 Crore
 - Previous Year Shortfall - NIL
 - Total Prescribed CSR Expenditure - ₹ 220.75 Crore
5. Details of CSR spent during the financial year
 - (a) Total amount to be spent for the financial year - ₹ 220.75 Crore
 - Amount spent - ₹ 241.54 Crore (2.19%)
 - Amount exceeding prescribed CSR Exp - ₹ 20.79 Crore
 - (b) Amount unspent, if any - NIL
 - (c) Manner in which the amount spent during the financial year is detailed below:

Amount (₹ Crore)

5(c) Manner in which the amount spent during the financial year is detailed below :							(8)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered./ Relevant Section of Schedule VII in which the project is covered (Note)	Project or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads*: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period*	Amount spent: Direct or through implementing agency
1	Swacch Vidyalaya Abhiyaan**	i	CSR initiatives during the Financial Year 2017-18 have been taken up on PAN India basis around NTPC operations primarily in 20 states mentioned below: Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Gujarat, Haryana, Himachal Pradesh, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Odisha, Rajasthan, Tamil Nadu, Telangana, Uttar Pradesh, Uttarakhand, West Bengal	1.07	10.52	10.52	Through Implementing / Contracting Agency/NTPC Foundation/ Trusts/ societies
2	Sanitation**	i		21.83	21.88	21.88	
3	Environment**	iv		59.04	56.22	56.22	
4	Healthcare	i		34.05	15.08	15.08	
5	Education & Skill Development	ii		43.18	65.26	65.26	
6	Rural Development	x		53.51	32.11	32.11	
7	Drinking Water	i		19.77	12.34	12.34	
8	Sports	vii		3.20	1.58	1.58	
9	Protection of National Heritage Art & Culture	v		13.17	14.57	14.57	
10	Other CSR Activities	ii, iii, iv		1.63	11.98	11.98	
	Total			250.45	241.54	241.54	

Note * Including expenditure on activities carried forward from previous years, which have been completed during 2017-18.

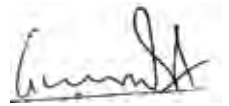
**Expenditure towards SI No 1,2 & 3 have contribution towards achieving of the National Goal of Swacch Bharat in line with DPE Guidelines

Note :

- (i) Eradicating hunger, poverty and malnutrition, promoting healthcare incl. preventive health care and sanitation including contribution to the Swacch Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
 - (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
 - (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
 - (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - (vii) Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
 - (x) Rural development projects;
6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.
- By spending ₹ 241.54 Crore during the financial year, the company has surpassed the prescribed two percent amount of ₹ 220.75 Crore by ₹ 20.79 Crore, thus achieving a CSR spend of 2.19% of average net profit of previous 3 financial years .
7. This is to state that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place : New Delhi

Dated : 8th August, 2018



Annexure-VIII to Directors' Report

PROJECT-WISE ASH PRODUCED AND UTILISED

The quantity of ash produced, ash utilized and percentage of such utilization during 2017-18 from NTPC Stations is as under:

Sl. No.	Stations	Ash Produced Lakh MTs	Ash Utilization Lakh MTs	% Utilization %
1	Badarpur	3.32	6.73*	202.71
2	Dadri	21.54	23.45*	108.87
3	Singrauli	34.83	10.58	30.38
4	Rihand	43.45	13.49	31.05
5	Unchahar	16.80	17.16*	102.14
6	Tanda	7.09	10.11*	142.60
7	Vindhyachal	79.58	19.58	24.60
8	Mouda	19.86	13.93	70.14
9	Solapur	3.17	1.89	59.62
10	Korba	47.84	20.61	43.08
11	Sipat	52.11	9.71	18.63
12	Ramagundam	45.47	45.90*	100.95
13	Simhadri	30.11	30.58*	101.56
14	Kudgi	7.14	3.58	50.14
15	Farakka	30.19	16.00	53.00
16	Kahalgaon	41.85	19.19	45.85
17	Barh	24.84	9.75	39.25
18	Talcher-Thermal	12.29	12.39*	100.81
19	Talcher-Kaniha	79.20	37.61	47.49
20	Bongaigaon	2.45	0.11	4.49
	Total	603.13	322.35	53.45

*Figure includes Ash utilized from ash produced during previous years

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place: New Delhi

Dated: 8th August, 2018

Shri R. K. Singh, Hon'ble Minister of State (Independent charge) for Power and New & Renewable Energy, Shri A. K. Bhalla, Secretary Power and Shri Gurdeep Singh, CMD, NTPC at the Conference on Agro Residue and Municipal Solid Waste



Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis -

NTPC is assigning Jobs on contract basis, for sundry works in Plants/Station/office to Utility Powertech Limited (UPL) (a 50:50 Joint Venture between NTPC and Reliance Infrastructure Limited). UPL inter-alia undertakes jobs such as overhauling, repair, refurbishment of various mechanical and electrical equipment of power stations. NTPC has entered into Power station Maintenance Agreement with UPL from time to time. The rates are fixed on cost plus basis after mutual discussion and after taking into account the prevailing market conditions.

Approval of the Members of the Company was taken in the Annual General Meeting held on 18.09.2015 for transactions with UPL subject to cumulative ceiling of 2% of the annual turnover of the Company as per the Audited Annual financial statement of the preceding financial year or ₹ 1,000 crore, whichever is more, in any financial year.

On the basis of above, NTPC has entered into Power Station and Office Maintenance Agreement with Utility Powertech Limited for a period of five years.

2. Details of material contracts or arrangement or transactions at arm's length basis: There was no material contract or arrangement or transaction at arm's length basis during the period under review

- Name(s) of the related party and nature of relationship - NA
- Nature of contracts/arrangements/transactions -NA
- Duration of the contracts / arrangements/transactions- NA
- Salient terms of the contracts or arrangements or transactions including the value, if any - NA
- Date(s) of approval by the Board, if any - NA
- Amount paid as advances, if any - NA

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place: New Delhi

Dated: 8th August, 2018



BUSINESS RESPONSIBILITY REPORT (2017-18)

Section A : General information about the company

1. CIN (Corporate identity number) L40101DL1975GOI007966
2. Name of the company NTPC LIMITED
3. Registered address NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003
4. Website www.ntpc.co.in
5. Email id csntpc@ntpc.co.in
6. FY reported 2017-18
7. Sector that company is engaged in Power
8. Product/services that the company manufacturers /provides (as in balance sheet):
 - i. Generation of Electricity
 - ii. Consultancy
 - iii. Coal Mining
9. Total number of location where business activity is undertaken by the company:

International locations - 02 nos.

 - a. Trincomalee Power Project, Srilanka
 - b. Bangladesh- India Friendship Power Company (Pvt) Ltd. : Maitree Power Project at Khulna, Bangladesh

National Location- 74 Nos.
10. Markets served by the company: National & International

Section B: Financial details of the company

1.	Paid up capital (₹ Crore)	₹ 8245.46 Crore
2.	Total Turnover(Gross) (₹ Crore)	₹ 81529.09 Crore
3.	Total profit after taxes (₹ Crore)	₹ 10343.17 Crore
4.	Total spending on CSR and Sustainable Development (SD) as % of PAT	2.335 % (₹ 241.54) of PAT of FY 17-18
5.	List of activities in which expenditure in 4 above has been incurred	Broad areas of the activities :
		-Education & skill development
		-Swachh Vidhyalya Abhiyaan
		-Health care & Sanitation
		-Rural Development
		-Protection of National Culture and Heritage
		-Women Empowerment
		-Roads & Infrastructure strengthening
		-Providing Drinking Water
		-Art & Culture and Sports
		-Biodiversity, Tree Plantation
		-Waste management
		-Environmental Studies
		-Promotion of Renewable Energy
		-Water management

Section C: Other Details

Subsidiaries: The Company has the following five (5) Subsidiary Companies as on 31-03-2018:

- i. NTPC Electric Supply Company limited
- ii. NTPC Vidyut Vyapar Nigam Limited
- iii. Kanti Bijlee Utpadan Nigam Ltd.
- iv. Bhartiya Rail Bijlee Company Limited
- v. Patratu Vidyut Utpadan Company Limited

Note: Kanti Bijlee Utpadan Nigam Ltd. and Nabinagar Power Generating Co. Pvt. Limited become 100% Subsidiary Company w.e.f. 29th June 2018.

The Business Responsibility Initiatives of the parent company are applicable to the subsidiary companies also. However, none of the entities that the Company does business with participate in the BR initiatives of the Company.

Section D: BR information

1. Individual Directors responsible for implementation of the BR policy / policies:

Principle No	Description	Policy / Policies	Director(s) Responsible
Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.	1. Code of Conduct* 2. Core Values 3. Fraud Prevention Policy 4. CDA Rules 5. Whistle Blower Policy 6. Internal code of conduct for prevention of insider trading. 7. Code of Corporate Fair Disclosure Practices for prevention of insider trading. 8. Related Party Transaction Policy. 9. Policy for determination of materiality of events or information for disclosure. 10. Policy on maintenance & preservation of documents. 11. Policy for Determining Material Subsidiaries. 12. Training Policy for Directors of NTPC.	All Directors & Chief Vigilance Officer
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	1. Safety Policy 2. NTPC Policy for CSR and Sustainability	Director (Operations) Director (HR)
Principle 3 (P3)	Businesses should promote the well-being of all employees.	1. Human Resource (HR) Policies 2. Placement and Transfer Policy	Director (HR)
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.	1. R&R Policy 2. Initial Community Development (ICD) Policy 3. HR Policies	Director (HR)
Principle 5 (P5)	Businesses should respect and promote human rights.	HR Policies	Director (HR)
Principle 6 (P6)	Businesses should respect, protect, and make efforts to restore the environment.	1. Environment Policy 2. NTPC Policy for CSR and Sustainability	Director (Operation) Director (HR)
Principle 7 (P7)	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.	1. Code of Conduct* 2. Core Values	All Directors

Principle 8 (P8)	Businesses should support inclusive growth and equitable development.	1. R&R Policy 2. Initial Community Development (ICD) Policy	Director (HR)
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.	Commercial systems & Procedures	Director (Commercial)

* Code of Conduct for Board Members & Senior Management Personnel

2. Details of Director/Directors responsible for BR as a whole

a. Details of the Director/Directors responsible for implementation of the BR policy/policies:

S.No.	Particulars	Details
1.	DIN Number	00307037
2.	Name	Gurdeep Singh
3.	Designation	Chairman & Managing Director
4.	Telephone number	011-24360044
5.	e-mail id	cmd@ntpc.co.in

b. Details of BR head: Same as above

3. Principle wise reply to each question on BR Policy / Policies:

Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
1. Do you have a policy/ policies for the Principle.	Y	Y	Y	Y	Y	Y	Y	Y	N
2. Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	-
3. Does the policy conform to any national /international standards?	Y	Y	Y	Y	Y	Y	Y	Y	-
4. Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	-
5. Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	-
6. Indicate the link for the policy to be viewed online?	(i)	(i)	(ii)	(i)	(ii)	(i)	(i)	(i)	-
7. Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y [§]	Y	Y [§]	Y	Y	Y	-
8. Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	-
9. Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	-
10. Has the company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	-

§ Communicated to Internal Stakeholders only.

(i) **Web links for the Policies :**

- a. Code of Conduct
<http://www.ntpc.co.in/investors/code-of-conduct>
- b. R&R Policy :
<http://www.ntpc.co.in/en/corporate-citizenship/r-and-r-policies>
- c. CSR and Sustainability Policy
<http://www.ntpc.co.in/download/ntpc-policy-csr-sustainability>
- d. Fraud Prevention Policy
<http://www.ntpctender.com/about/FraudPolicy.asp>
- e. Internal Code of Conduct for prevention of insider trading
<http://www.ntpc.co.in/download/internal-code-conduct-prevention-insider-trading-dealing-securities-ntpc-limited>
- f. Code of Corporate fair disclosure practices for prevention of insider trading <http://www.ntpc.co.in/download/code-corporate-fair-disclosure-practices-prevention-insider-trading>
- g. Related Party Transaction Policy
<http://www.ntpc.co.in/download/related-party-transaction-policy-ntpc>
- h. Whistle Blower Policy
<http://www.ntpc.co.in/sites/default/files/downloads/WhistleBlowerPolicy.pdf>
- i. Policy for determination of materiality of events or information for disclosure
<http://www.ntpc.co.in/sites/default/files/downloads/NTPC%20-%20Policy%20For%20Determination%20of%20Materiality%20of%20events.pdf>
- j. Policy on maintenance & preservation of documents
<http://www.ntpc.co.in/sites/default/files/downloads/Document%20Preservation%20Policy.pdf>
- k. Policy for Determining Material Subsidiaries
<http://www.ntpc.co.in/download/policy-determining-material>
- l. Training Policy for Directors of NTPC
<http://www.ntpc.co.in/download/training-policy-directors-ntpc>
- m. Initial Community Development Policy
<http://www.ntpc.co.in/download/initial-community-development-policy-2009>
- n. Environment Policy: Policy hosted on web. Principles of Environment Policy have been given on the website www.ntpc.co.in under Environment Head.
<https://www.ntpc.co.in/en/environment/environment-policy-and-management>
- o. Safety Policy, HR Policies & Placement and Transfer Policy: Available for internal stakeholders only and not hosted on web

4. If answer against any principle is 'No', please explain why:

Principle 9: All the sub-principles identified under principle -9 are duly followed by NTPC through its commercial systems and procedures. However, NTPC feels that a separate Policy on Principle -9 is not required because:

- The Company supplies power to the Bulk Customers (State Electricity Distribution companies) majority of which are owned by the respective State Govt.
- The CERC, while finalizing Tariff and other Regulations engages all Stakeholders and takes views of them. CERC Tariff Regulations and relevant orders are being displayed on CERC Website www.cercind.gov.in.
- The Company & Our bulk customers i.e. Discoms work under regulated Environment. NTPC strives for supplying cheapest power deploying all resources optimally in best possible ways resulting in well being of customers & Society.



- The company being a Government company is also subject to the various checks and balances mechanism such as audits etc.
- CERC while determining the tariff of NTPC stations does prudence check on the costs of company.
- The company never restricts the freedom of choice and free competition in any manner while supplying bulk Power.
- Needs of the customers is taken into account and accordingly PPA are signed and Allocation of Power is made by Ministry of Power as per existing guidelines & Policy to meet the requirement of customers. Unallocated quota of power is allocated by Ministry of Power (MOP) as per demand and requirement of different States hence always keep customer first.
- Central Electricity Regulatory Commission governs power Supply regularity, Performance and all other Commercial parameters and NTPC always excels in satisfying customers by disclosing all relevant information.
- Issues, if any, regarding operational issues etc. are being discussed and resolved in common forums such as Regional Power Committees.
- The company has developed a Customer Satisfaction Index (CSI), which is evaluated through a questionnaire and based on the feedbacks received, actions are taken.

The company engages with customers and provides value to the customers in a responsible manner.

5. Governance related to BR

i.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company.	Within 3-6 months
ii.	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The company has published business Responsibility Report as a part of annual report 2017-18 and publicises Business Responsibility Report Annually

Section E: Principle –wise performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Does the policy relating to ethics, bribery and corruption cover only the company? Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others?

- Code of Conduct for Board Members & Senior Management Personnel covers all the Directors and Senior Management Personnel of the Company.
- Fraud Prevention Policy applies to any fraud, or suspected fraud involving employees of NTPC as well as representatives of vendors, suppliers, contractors, consultants, service providers or any outside agency (ies) doing any type of business with NTPC.
- CDA Rules are applicable to all employees of NTPC and employees posted in JVs/ Subsidiaries.
- Insider Trading Code is applicable to designated employee of the company.
- However, in line with NTPC, RGPLL and NTECL, JVs of NTPC have also adopted Fraud Prevention Policy and CDA rules.
- Related Party Transaction Policy is framed intended to ensure the proper approval and reporting of transactions between the Company and its Related Parties.
- The objective of Whistle Blower Policy is to build and strengthen a culture of transparency and trust in the organization and to provide employees with a framework / procedure for responsible and secure reporting of improper activities (whistle blowing) within the company and to protect employees wishing to raise a concern about improper activity/serious irregularities within the Company.
- The Policy for determination of materiality of events or information for disclosure was framed in terms of Regulation 30 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR)
- The Policy on maintenance & preservation of documents was framed in pursuance to Regulation 9 of the SEBI (LODR).
- The Policy for Determining Material Subsidiaries was framed in accordance with the requirement stated under the Listing Agreement.
- The Training Policy aims at providing Orientation & Training programs to be offered to the Board of Directors NTPC

The company has a Vigilance Department headed by Chief Vigilance Officer of the rank of Joint Secretary, GOI, who is a nominee of the Central Vigilance Commission. Vigilance set up in NTPC comprises of Vigilance Executives in Corporate Center and Projects. In Projects, the VEs report to the Project Head in administrative matters but in functional matters, they report to Chief Vigilance Officer. Corporate Vigilance consists of 04 Cells, namely, Investigation & Processing Cell, Departmental Proceedings Cell, Technical Examination Cell and MIS Cell. These Cells deal with various facets of vigilance mechanism. The vigilance works of each Region namely ER-I, ER-II, WR-I, WR-II, NR, NCR, SR and Hydro Region have been separately assigned to one Vigilance Executive of GM/AGM rank for speedier disposal of vigilance cases.

Integrity Pact has been implemented in the company since 2009. Presently tenders having estimated value of ₹ 10 Crore(excluding taxes and duties) and above are covered under the Integrity Pact. Presently NTPC is having 02 Independent External Monitor - Sh.Satyananda Mishra,Ex.CIC and Sh M.R farouqui IAS (retd.) to oversee the implementation of Integrity Pact Programme.

As per the provisions of Section 619(3) of the Companies Act, 1956, Fraud Prevention Policy has been implemented in NTPC and suspected fraud cases referred by the Nodal Officers to Vigilance Dept. are investigated immediately to avoid/stop fraudulent behaviours as defined in "Fraud Prevention Policy".

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the period, total 6790 new complaints were received. Total 6789 complaints were resolved after verification. One complaint is pending as on 31.03.2018. These complaints are received related to Equity Shares, Bonus Debentures, Private Placement of Bonds, and Public Issue of Bonds

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities
- i. Generation of Electricity: NTPC produces Electricity through Coal, Gas, Hydro and Solar PV. These Systems have incorporated State of the Art technologies such as High Concentration slurry disposal (HCSD), Real time monitoring of Pollutants and Zero discharge in new projects.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
- a. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain.
- b. Reduction during usage by consumers (energy, water) has been achieved since the previous year.

Raw Material (Energy) Consumption per year:

Energy Source	2015-16		2016-17		2017-18	
	Qty.	Per Unit Consumption	Qty.	Per Unit Consumption	Qty.	Per Unit Consumption
Coal	160.6 MMT	0.699 Kg/kwh	162.47 MMT	0.683 Kg/kwh	168.95MMT	0.67 Kg/kwh
Gas	5.21 MMSCMD	0.22 Scm/kwh	5.16 MMSCMD	0.22 scm/kwh	5.34 MMSCMD	0.22 scm/kwh
LDO	15862KL	0.07ml/kwh	21545 KL	0.09ml/kwh	27557 KL	0.35ml/kwh
HFO	76943KL	0.33ml/kwh	68354 KL	0.29ml/kwh	59725 KL	
Naphtha	26854MT	0.25Ltr/kwh	2882 MT	0.25Ltr/kwh	4283 MT	
HSD	388KL		96.975 KL		3118 KL	

Water Withdrawal per year (in million KL):

S.NO	Type of water	Quantity Consumed		
		2015-16	2016-17	2017-18
1	Total Water withdrawal	4405.0	5533.16*	5610.14*
2	Per unit withdrawal	18.44Litre/kwh	3.22* Litre/kwh	3.06* Litre/ Kwh

* Water calculated on closed loop systems



Energy saving per year:			
Energy saved by the initiatives taken in NTPC power plants for energy conservation / efficiency improvement	2015-16	2016-17	2017-18
		116.9 MU	118.6 MU

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof,

The Following procedures are in place for the sustainable sourcing of coal by NTPC for its different power station:

- Coal Linkage:** Coal linkage for a new project is accorded by Standing Linkage Committee-Long Team (SLC-LT) under the aegis of Ministry of Coal, GOI. Accordingly, NTPC applies for coal linkage to SLC(LT) for its new projects on the direction of SLC-LT, Coal companies issue Letter of Assurance (LoA) to the Buyer valid for 24 months. On receipt of LOA, NTPC completes all the formalities enabling for signing of FSA.
- Fuel Supply Agreement (FSA):** FSA is signed between the Buyer and Coal Companies for a period of 20 years with a provision of review after every 5 years. Based on the terms & conditions of FSA, coal companies supply coal to the power stations.
- Bilateral MOUs:** Short-term coal procurements are done as per requirement through Bilateral MoUs with coal companies for the quantity, price & period mutually agreed by buyer & Coal Company.
- E-Auctions:** Coal is also procured for critical stations by participating in E-Auctions conducted by Coal companies as approved by NTPC Board.
- Import:** NTPC imports coal with the approval of NTPC Board. NTPC procures the coal on short-term basis and in multi-packages to enable cost benefit to NTPC.

During 2017-18, NTPC sourced about 168.95 Million Metric Tons of domestic coal and no imported coal.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company adopts fair, equitable and transparent tendering procedures. To encourage Indian bidders and suppliers, provisions regarding price preference and deemed export benefits are stipulated in the bidding documents as per the extant policy of Government of India. Company has taken various initiatives to encourage participation in tender for local & small manufacturer including SMEs. The benefits include EMD exemption, tender document fee exemption and purchase preference of 15%.

Further, NTPC is organizing regular vendor meet for local SMEs for development of items and services and encourage the local vendor for SME registration under Udyog Aadhaar.

There are certain economic opportunities arising out of need for goods and services by the project and its township. NTPC provides opportunities to the local communities including Project Affected Persons (PAPs) for gainful employment by formation of Co-operative Societies and Self Help Groups. The preference for award of petty contracts etc for supplying goods and services is given to Project Affected Persons (PAPs).

NTPC conducts regular capacity- building programmes for local communities including PAPs for better employability. The programs are conducted based on the findings of Need Assessment Surveys and Individual requirements and after due consultation with the community. The people are trained under various training programs through training institutes engaged by NTPC/ State Govt.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Our Product viz. Electricity gets completely consumed and hence there is no scope of its recycling. Guidelines have been issued in line with National Environment Policy for disposal of hazardous wastes from NTPC power stations. The hazardous wastes generated at our power stations such as used transformer oil, used lubricants, lead acid batteries etc. are sold only to government approved recyclers or given back to the sellers for recycling under buy back arrangements, which takes care of 100% recycling of such wastes.

Around 53.45% of the total ash generation from electricity generation has been used for various productive purposes during 2017-18. Important areas of ash utilization are – cement & asbestos industries, ready mix concrete plant (RMC), road embankment construction, brick/ block/ tile manufacturing, mine filling, ash dyke raising, and land development. Seven NTPC stations (Badarpur, Dadri, Unchahar, Tanda, Ramagundam, Simhadri and Talcher-Thermal) have achieved more than 100% Ash utilization in F.Y 2017-18.

Principle 3: Businesses should promote the wellbeing of all employees**1. Number of Employees:**

Category	2015-16	2016-17	2017-18
Executives	12,001	11,636	11,567
Non- Executives	9,632	8,957	8,317

2. Number of Employees hired on Temporary / Contractual / Casual basis:

NTPC does not hire employees on temporary / casual basis. The no. of workers with Contractors are dynamic in nature and vary from time to time.

3. Number of permanent Women Employees: 1,282**4. Number of permanent Employees with Disabilities: 469 as on 1st Jan. 2018****5. Do you have an employee association that is recognized by management:**

NTPC Limited is a multi-unit organization. Association(s) comprising of executives of NTPC need not be recognized in the absence of any statutory mandate. Workmen of various NTPC Units have formed unions. The same are accorded recognition by NTPC Limited as per applicable law / practice.

6. What percentage of your permanent employees is members of this recognized employee association?

About 50-55% of the permanent employees in workmen category are members of the recognized union of workmen.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sl. No.	Category	No. of previous year pending complaints	No. of complaints filed during the FY 17-18	No. of complaints pending as on 31-03-2018
1	Child labour / forced labour/ involuntary labour	NIL	NIL	NIL
2	Sexual harassment	NIL	NIL	NIL
3	Discriminatory employment	NIL	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? (Excluding joint venture companies)

Category of employee	Training for safety (% covered)	Training for skill up -gradation (% covered)
Permanent Employees	27.25	66.27
Permanent Women Employees	8.24	65.47
Casual / Temporary / Contractual Employees	85.84	8.32
Employees with Disabilities	17.45	79.12

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**1. Has the company mapped its internal and external stakeholders? Yes****2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders**

The Company has a well structure R&R and CSR Policy to take care of the disadvantages, vulnerable and marginalized people in and around the plants.

Vulnerable category of persons has been detailed in NTPC's CSR and R&R Policies. These include old-aged, women, PCPs, SC/ST/OBC etc. They are identified through Socio Economic Survey (SES), Need Assessment Survey (NAS) and other consultations with the stakeholders etc at the time of formulation of CSR/ R&R Plans...

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

Yes,

NTPC has always been sensitive to the needs of disadvantaged, vulnerable and marginalized stakeholders. As part of R&R, in addition to the entitlements and packages as envisaged for PAP's, NTPC makes special efforts for the welfare measures for this section of the society in the neighborhood community of NTPC locations. NTPC has also taken up the activities for women empowerment, construction of SC/ST multipurpose halls & hostels, relief through distribution of various articles & support to orphanages & old age homes in the vicinity of its stations. Some of the initiatives to address the needs of differently abled include Information and Communication Technology (ICT) Centers and Disability Rehabilitation Centers by NTPC Foundation and inclusive education, distribution of equipments like tricycles, wheelchairs, vocational training etc.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers/ Contractors / NGOs / Others?

All HR Policies of NTPC are applicable to all its employees posted in various stations, projects, offices, JVs and Subsidiaries. Human Rights provisions are also built in our bidding documents for supply cum erection and civil packages invited on competitive bidding basis covering our suppliers and contractors.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaint on human rights, such as child labour, forced labour, involuntary labour, sexual harassment, discrimination, rights of the disabled etc. was pending as on 31.3 2018. (refer principle 3)

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy relate to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors/ NGOs /Others?

The environment policy of the company and implementation thereof covers the core business activity of producing thermal power through its power stations. However, the Joint Ventures / Suppliers / Contractors / Other stake holders are free to adopt the same voluntarily.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? If yes, please give hyperlink for webpage etc.

Yes,

The Company is one of the premiers PSU under MOP and has been doing its bit in tackling the issue of global warming & climate change. NTPC, as a responsible global citizen, has taken various steps i.e readjustment of NTPC's fuel / power generation mix by adopting more & more renewable, introduction of clean coal technologies etc. in line with various Gol missions under National Action Plan on Climate Change (NAPCC).

NTPC low carbon initiatives may be categorized into following broad categories:

- i) Re-adjustment of NTPC's fuel/ power generation mix
- ii) Introduction of Thermo dynamically Efficient Technologies
- iii) Renovation & Modernization of old power stations
- iv) Induction of advanced clean coal technologies for power generation
- v) Establishment of NETRA for addressing climate change concerns

3. Does the company identify and assess potential environmental risks?

NTPC has an elaborate and structured methodology for identifying and assessing potential environmental risks through an institutionalized "Enterprise Risk Management (ERM)" framework. ERM comprises of a functional Director level committee, which meets every quarter to review and mitigate risks. NTPC's risk portfolio includes "Compliance of emission, ash utilization and regulatory norms" risk, under which environmental risks are regularly identified, assessed & reviewed and steps for mitigation are evolved.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

NTPC is pioneer in undertaking climate change issues proactively. The company has taken several initiatives in CDM Projects in Power Sector.

Six of its renewable energy projects viz. 5 MW Solar PV Power Project at NTPC-Dadri, 5 MW Solar PV Power Project at Port Blair (A&N), 5 MW Solar PV Power Project at NTPC-Faridabad and 8 MW small hydro power project at NTPC-Singrauli, 50 MW Solar PV Plant at Rajgarh (MP) and 10 MW Solar PV Project at NTPC Unchahar has already been registered with United Nations Frame Work Convention on Climate Change (UNFCCC) CDM Executive Board.

Coordinating / Managing Entity (CME) has been appointed for 15 MW Solar PV Power project at NTPC-Singrauli and 10 MW Solar PV project at NTPC Talcher and is in process to include the same in registered UNFCCC CDM Programme of Activities (PoA).

6,173 nos. of Certified Emission Reductions (CERs) for 5 MW Solar PV Power Project at Port Blair (A&N) has been issued by UNFCCC CDM Executive Board. Further, another 5,842 nos of CERs have also been issued by UNFCCC CDM Executive Board for 5 MW Solar PV Power Project at NTPC-Dadri.

The methodology prepared by NTPC viz. "Consolidated base line and monitoring methodology for new grid connected fossil fuel fired power plants using less GHG intensive technology" for Super Critical technology has been approved by "United Nations Frame Work Convention on Climate Change (UNFCCC)" under 'Approved Consolidated Methodology 13 (ACM0013)'. More green field CDM projects are in pipeline.

Further Registration of new projects 250 MW Solar PV power project at Anantpur, 260 MW Solar PV power project at Bhadla, 250 MW Solar PV power project at Mandasaur and 50 MW Wind power project at Rojmal in Verified Carbon Standard (VCS) program has been initiated and will earn Voluntary Emission Reduction (VERs) in due course of time."

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page or write up.

Yes, the company has taken up several Initiatives for clean technology, energy efficiency and renewable energy. Details are as follows:

NTPC as the leading power utility of the country has assigned 1% of PAT for R&D activities. Company has focused its research efforts to address the major concerns of the sector as well as the futuristic technology requirements of the sector.

The main initiatives taken in FY 17-18 are listed below:

A – New & Renewable Energy

1. Development of Geothermal Energy: Detail Project Report for establishment of 10MWe Geothermal based power plant at Tatapani, Chhattisgarh:
2. Integration of Solar thermal energy with conventional rankine cycle for efficient use of solar thermal energy:
3. Indigenous production of solar floating platforms for economical floating solar PV fields:
4. Setting up of solar thermal cooking system
5. Ground Source Heat Pump (GSHP) for Cooling/ Heating Application

B – Clean coal & carbon Capture

1. CO₂ Capture and Utilization Technologies:
 - i. CO₂ fixation by micro-algae:
 - ii. Development of modified amine absorption based process to separate CO₂ from flue gas:
2. Setting Up Fly Ash Based Light Weight Aggregate Pilot Plant at NTPC-SIPAT

C – Energy Efficiency

1. Utilization of low grade heat from power plant flue gas for various industrial applications:
 - (a) Development of HVAC system using low grade heat from Steam generator (SG) flue gas
 - (b) Design and Engineering of FG based desalination plant:
2. Performance on PAT (Perform, Achieve and Trade)
3. Heat rate improvement using Wind-Solar Hybrid
4. Capacity building in areas CFD modelling, online performance optimization tools for thermal power stations using Artificial Neural Network, fuzzy system, Genetic algorithm etc:

D – Renewable Energy:

INITIATIVES IN RENEWABLE ENERGY:

NTPC has submitted its green Commitment to Government of India in February 2015 for developing 10,000 MW of Renewable Energy Projects during 2014-19. In addition to this, NTPC has been designated as the Nodal Agency for implementing of a scheme for setting up of 15,000 MW of Grid connected Solar PV power plants under National Solar Mission in five years from 2014-15 to 2018-19.

NTPC has already developed 870 MW of solar PV projects. Out of this 55 MW projects are at its own stations at Dadri (5 MW), Ramagundam (10 MW), Talcher-Kaniha (10MW), Unchahar (10 MW), Faridabad (5 MW) and Singrauli (15 MW) and 250 MW solar PV projects at Ananthapuram Ultra Mega solar park, RajgarhM.P. (50 MW) and Port Blair A.N. (5 MW), Bhadla Solar(Rajasthan) 260



MW, Mandasaur-Solar PV-250 MW. The solar project at Rajgarh is the first largest solar PV project in India, which was built with domestically manufactured solar PV modules. NTPC has also ventured into wind power and installed 50 MW wind power in Gujarat till 21.06.2018.

NTPC has plans to develop solar PV projects at various projects of NTPC on spare land available at these projects. Further NTPC has planned to harness solar energy on the roof tops of potential buildings on its various upcoming thermal power projects.

1. Are the Emissions / Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

All the legal parameters including emission norms and effluent (wastes) norms are being adhered to by NTPC stations. Change of Law in certain cases, has necessitated up-gradation of pollution control equipments which are being addressed through R&M Schemes for which actions plans have been submitted to the Regulators.

2. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

All the complaints / notices are addressed timely.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.

The Company has taken Corporate Membership of 18 Chambers & association including SCOPE, FICCI, CII, TERI, WEC, CBIP, IERE, POWER SECTOR SKILL COUNCIL, EPRI, ICSI, POWER HR FORUM etc.

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).

NTPC is a member of World Energy Council. Chairman and Managing Director of NTPC is also an ex-officio Member Secretary WEC India and its international counterpart WEC work towards sustainable use and supply of energy. Their work enables promoting policies which balance Energy Security, Energy Equity (Energy access/inclusive growth) and Environmental Sustainability.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof. Yes,

To achieve the aim of inclusive growth and equitable development, the Company has a comprehensive Resettlement & Rehabilitation (R&R) policy covering community development (CD) activities, which has been revised and updated from time to time. CD activities in green field area are initiated as soon as project is conceived and thereafter extensive community / peripheral development activities are taken up along with the project development. Separate CSR community Development Policy, formulated in July 2004 and Sustainability Policy formulated in Nov 2012 have been combined and revised in 2015 as "NTPC Policy for CSR & Sustainability" in line with Companies Act 2013 and DPE Guidelines 2014. It covers a wide range of activities for inclusive growth including implementation of key programmes through a NTPC Foundation. Focus areas of NTPC CSR & Sustainability activities are Health, Sanitation, Drinking Water, Education, Capacity Building, Women Empowerment, Social Infrastructure Development, support to Physically Challenged Person (PCPs), and activities contributing towards Environment Sustainability.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

Programmes are undertaken by well-defined in-house team through specialized agencies, NGO's, government agencies/bodies etc. Some of the activities are carried by NTPC Foundation.

3. Have you done any impact assessment of your initiative? Yes

Social Impact Evaluation (SIE) studies/ surveys are conducted by NTPC as per policy provisions for all its major community development activities at various stations/ projects at regular interval. Annual Internal Audit of CSR Activities are also carried out. This year SIE has been conducted at 04 locations.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken? Yes

Company as specified programmes for inclusive growth & equitable development not only at station level but also at National level. Details of the programmes and spending are listed below:

Total spending on CSR - ₹ 241.54 Crore for FY 2017-18. The details of major projects for community are given in Directors Report Annexure-VII

Further, as most of the stations are located in remote rural areas, NTPC during 2017-18 undertook activities in the neighborhood



area of stations addressing primarily the basic needs like primary education, community health, drinking water, sanitation, vocational training, women empowerment and village infrastructure like roads, community center, solar street lights etc. In addition, Quality Circles (QCs) activities are being carried out in neighborhood villages of stations, which contribute for improvements in various areas. NTPC employees participate in various activities through Employee Voluntary Organization for Initiative in Community Empowerment (EVOICE). NTPC has been taking up CSR Activities in all the major sectors, in the vicinity of its operating stations, benefitting communities in more than 535 villages in FY 2017-18.

Apart from above, during Project construction stage NTPC is also taking up big ticket projects like establishment of ITIs/ Polytechnic/ Engineering / Medical Colleges / Big infrastructure projects like construction of 4 lane roads, water supply scheme etc. as part of Community Development (CD) activities under R&R Plan.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

Community Development initiatives in NTPC are taken in a planned way. The community is engaged in all steps of activities from planning to completion.

Bottom up approach is adopted for taking up these activities. CSR activities/ CD plans are identified after consultations with relevant stakeholders like community, village panchayats, local/ district administration & Village Development Advisory Committee based on Need Assessment Surveys.

Stakeholders participate at each stage of the activity and also execution of some of the activities is supervised by the local authorities. People's involvement is also ensured during implementation and monitoring.

The company's flexible & open approach in this regard coupled with community participation along with local administration & village Panchayats leads to successful adoption & acceptability of initiatives by community. Assets are handed over to local authorities and gram panchayats for maintenance

Social Impact Evaluation (SIE) study/ survey are conducted through external agencies on completion of developmental initiatives. Social audit is done from time to time to evaluate whether all activities have been completed satisfactorily that gives recommendation for necessary modification/ corrective measures, if any, for the future projects.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1 Customer complaints / consumer cases are pending as on the end of financial year: There are no complaints as such from customers. However, as part of the tariff determination process under the overall Regulatory System, different cases have been filed by NTPC against CERC/ Customers or filed at the Appellate Tribunal/ Courts by different Beneficiaries against NTPC/ CERC.

APTEL: 44 Cases

Supreme Court and Other courts: 28 Cases

Total: 72 Cases as on 01.06.2018

2 Does the company display product information on the product label, over and above what is mandated as per local laws?

Not Applicable

3 Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.


Nil

Did your company carry out any consumer survey/ consumer satisfaction trends?

Yes.

As part of the Customer Relationship Management programme, NTPC conducts a Customer Satisfaction Survey to assess the satisfaction level of the customers, captured through an Index and to get feedback from the customers.

For and on behalf of the Board of Directors



(Gurdeep Singh)

Chairman & Managing Director

Place : New Delhi

Dated : 8th August, 2018



SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to section 204 (1) of the Companies Act, 2013 and
Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
NTPC Limited

NTPC Bhawan, Scope Complex, 7,
Institutional Area, Lodhi Road
New Delhi-110003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NTPC Limited. (hereinafter called NTPC/the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the NTPC's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 generally complied with the statutory provisions listed there under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [Not applicable to the Company during the Audit Period]
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable to the Company during the Audit Period]
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [Not applicable to the Company during the Audit Period]
- (vi) Compliances/processes/systems under following specific applicable laws (as applicable to the industry) to the Company are being verified on the basis of periodic certificate submitted to the Board of Directors of the Company:
 - (a) The Electricity Act, 2003
 - (b) Explosives Act, 1884
 - (c) Mines Act, 1952
 - (d) Mines and Mineral (Regulation and Development) Act, 1957

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and General Meetings, generally complied with.
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015 with National Stock Exchange of India & BE Limited.
- (iii) DPE Guidelines on Corporate Governance for CPSE.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Compliance of Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Company has not carried out the performance evaluation of the Independent Directors.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board/Committee meeting(s) were carried out with unanimous consent of all the Directors/Members present during the meeting and dissent, if any, have been duly incorporated in the Minutes.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has-

Obtained approval of members by way of special resolution passed in the Forty-First Annual General Meeting dated September 20, 2017 to raise funds up to Rupees 15,000 Crore through issue of Non-Convertible Debentures in one or more tranches/ series not exceeding 30(thirty), through Private Placement, made in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For J. K. Gupta & Associates

JITESH GUPTA
 FCS No. 3978
 C P No.: 2448

Place: Delhi
 Date: 15/06/2018

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.



To,

The Members
NTPC Limited

NTPC Bhawan, Scope Complex, 7,
Institutional Area, Lodhi Road, New Delhi-110003

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the Internal Auditors' Report for the period under review; hence we have verified the correctness and appropriateness of Statutory Compliances of the Company on sample basis. The qualifications/Observations mentioned in their Audit report also forming part of this report.
4. We have relied on the Statutory Auditors' Report for the period under review; hence we have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. The qualifications/Observations mentioned in their Audit report also forming part of this report.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For J. K. Gupta & Associates

Place: Delhi
Date: 15/06/2018

JITESH GUPTA
FCS No. 3978
C P No.: 2448



TG Hall of a Thermal Power Station