

NTPC LIMITED

CODE OF CORPORATE FAIR DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

{PURSUANT TO REGULATION 8(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015}

The existing Code of Corporate Disclosure Practices for Prevention of Insider Trading of NTPC Limited shall be repealed with this new Code of Corporate Fair Disclosure Practices for Prevention of Insider Trading coming into effect.

1. Overseeing and coordinating disclosure:

General Manager (Finance-ISD) in Corporate Finance Department will be Chief Investor Relation Officer. She/ he will also be and shall be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to this Code of Corporate Fair Disclosure Practices for Prevention of Insider Trading as required under the Regulations.

The Chief Investor Relation Officer with the approval of the Director (Finance) shall be responsible for overseeing and co-coordinating disclosure of Unpublished Price Sensitive information to stock exchanges, analysts, shareholders. She/he will also be responsible for vetting the information released to media consistent with information displayed on stock exchanges.

Information disclosure /dissemination shall be approved in advance by Director (Finance).

If information is accidentally disclosed without prior approval, the person responsible may inform the Chief Investor Relation Officer immediately, even if the information is not considered price sensitive.

2. Responding to market rumors :

The Chief Investor Relation Officer shall respond to any queries or requests for verification of market rumors by exchanges.

The Chief Investor Relation Officer shall be also responsible for deciding in consultation, with the Director (Finance) and /or the Chairman & Managing Director, if deemed necessary, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.

3. Timely reporting of shareholdings/ownership and changes in ownership:

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any

rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner. The Compliance Officer shall ensure that the Company complies with the disclosure requirements.

4. Disclosure/ dissemination of Unpublished price sensitive information with special reference to analysts, institutional investors:

Other than the Directors no person, except those authorized by the Chief Investor Relation Officer shall disclose any information relating to the Company's Securities to analysts/research persons and institutional investors. The Directors shall include the Chief Investor Relation Officer in their handling Unpublished Price Sensitive Information.

All the Officers and other Designated Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

Sharing of non public information:

Directors/ other Officers authorized by the Director (Finance) shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public Information is proposed to be provided, the person proposing to do so shall provide information shall consult the Chief Investor Relation Officer in advance. The Chief Investor Relation Officer in such cases, shall ensure that that the Information provided to the analyst/research person/investor is simultaneously made public at the earliest under intimation to the Chief Investor Relation Officer.

Handling of unanticipated questions:

The Chief Investor Relation Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director (Finance) and the Chairman & Managing Director. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the Chief Investor Relation Officer shall report the same to the Director (Finance) and Chairman & Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The Chief Investor Relation Officer after dissemination of such Unpublished Price Sensitive Information aforesaid, respond to such unanticipated questions.

The Directors/ employees shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

Recording of discussion:

All the analyst, broker or Institutional investor meetings shall be attended by the Chief Investor Relation Officer and another senior employee(s) of the Company as

may be notified by the Chief Investor Relation Officer with the approval of the Director (Finance). All the discussion during quarterly con-calls will be recorded and transcripts will be placed on website under “Investor” page.

Simultaneous release of information:

Whenever the Chief Investor Relation Officer proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Chief Investor Relation Officer shall be responsible for vetting of the text of the information to be posted on the Company's web-site with the approval of the Director (Finance) and/ or the Chairman & Managing Director.

5. Medium of disclosure/ dissemination:

The Chief Investor Relation Officer with approval of the Director (Finance) and /or the Chairman & Managing Director shall disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site by the Chief Investor Relation Officer. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

The Chief Investor Relation Officer shall mark a copy of the press release to the Public Relation Group simultaneously for supplementing the Company's website: www.ntpc.co.in.

The information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.
