NTPC Limited

SCOPE Complex, 7 Institutional Area, Lodi Road,
New Delhi-110 003
CIN: L40101DL1975GOI007966

INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN DEALING WITH SECURITIES OF NTPC LIMITED

{PURSUANT TO REGULATION 9(1) OF SEBI (PROHBITTON OF INSIDER TRADING) REGULATIONS, 2015}

CHAPTER- I

1.0 Preliminary:

This Internal Code of Conduct for Prevention of Insider Trading is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This code shall be called the Internal Code of Conduct for Prevention of Insider Trading in Dealing with Securities of NTPC Limited ("NTPC" or "Company") and are being framed with an aim that insiders of the Company shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.

The existing Code of Internal Procedures and Conduct for Prevention of Insider Trading in dealing with the securities of NTPC Limited shall be repealed with this new Internal Code of Conduct for Prevention of Insider Trading in dealing with Securities of NTPC Limited "CODE" coming into effect.

It shall come into force with effect from 15th May 2015 and the amendments to the CODE, if any, shall be effective from the date on which it is notified from time to time.

CHAPTER- II

2.0 (A) Definition:

2.1 "Act" means the Securities and Exchange Board of India Act, 1992.

2.2 "**Board**" means the Securities and Exchange Board of India.

2.3 "CODE" means this Internal Code of Conduct for Prevention of Insider Trading in Dealing with Securities of NTPC Limited including modification made thereto from time to time by the Company.

2.4 "Company" means NTPC Limited.

2.5 'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board of

Directors may authorize any other officer of the Company to discharge the duties of Compliance Officer under the regulations.

2.6 "Connected person" means:-

(i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:-

(a) an immediate relative of connected persons specified in clause (i); or
(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
(i) a banker of the company; or
(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

2.7 "Designated Employees" shall include:

i) All Directors;
ii) Other executives at the level of E-8 i.e. General Manager or above;
iii) Official as mentioned below which might have access to unpublished price sensitive information as defined in CODE:

a. All executives trading in Company Secretariat, Investor Service Department, Finance-Commercial, ERP-Finance, Corporate Accounts, Corporate Taxation and STAs to all functional Directors and Executive trading in CMD Secretariat.
b. All executives at E-7 and above level trading in following Departments at Corporate Center :
   i. Corporate Planning
   ii. Business Development
   iii. Corporate Communication

iv) Such other employees of the Company including employees deputed on secondment basis to subsidiary companies or associate companies that may be notified by the Compliance Officer from time to time with the approval of the Director (Finance).

2.8 "Designated Persons" shall include:
(i) Connected Persons
(ii) Designated Employees

2.9 "**Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

NOTE*: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.*

2.10"Immediate Relative" shall mean a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

2.11 "Insider" means any person who is:
i) a Designated Person; or
ii) in possession of or having access to unpublished price sensitive information.

2.12 "Key managerial personnel" (KMP), in relation to the Company, means—
i) The Chairman & Managing Director;
ii) The Whole-Time Director;
iii) the Chief Executive Officer;
iv) the Company Secretary;
v) Such other officer as may be prescribed under the Companies Act, 2013.

2.13 'Regulations' means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereof.

2.14 'Reporting Officer' means person to whom Compliance Officer reports.

2.15 "Securities" includes the following Securities issued by the Company from time-to-time:

(i) shares, scrips, bonds, debentures, debenture stock or other marketable Securities of a like nature,
(ii) futures, options, derivatives or hybrids in relation to shares of the Company,
(iii) such other instruments recognized as Securities.

2.16 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

2.17 "Trading day" means a day on which the recognized stock exchanges are open for trading.

2.18 "Unpublished price sensitive information" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

i) financial results;
ii) dividends;
iii) change in capital structure;
iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of Business and such other transactions;
v) changes in key managerial personnel; and
vi) Material events in accordance with the listing agreement.

(B) Interpretation:

(i) All terms used in this CODE but not defined herein shall have the meanings assigned to them under the Regulation, Acts or the Companies Act, 2013 as the case may be.
(ii) Words importing the singular number shall include the plural and vice versa.
(iii) References to one gender shall include all genders.
(iv) The index hereto and headings herein shall not affect the construction of this CODE.
(v) Reference herein to any enactment shall be deemed to include reference to such enactment as re-enacted, amended or extended.
(vi) Any phrase introduced by the terms "including", "include" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
(vii) The Appendix and Forms are an integral and inseparable part of this CODE.

CHAPTER- III

3.0 Restriction on Communication and trading by insiders

3.1 Communication or procurement of unpublished price sensitive information

(i) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(ii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.2 Trading when in possession of unpublished price sensitive information

(i) Subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, no insider shall either on his own behalf or on behalf of any other person, trade in securities of the Company that are listed or proposed to be listed on any stock exchange when in possession of any unpublished price sensitive information.

(ii) The onus of establishing that they were not in possession of unpublished price sensitive information shall be on the Connected Person.

3.3 TRADING PLANS

3.3.1 An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.3.2 Such trading plan shall:

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
(iii) entail trading for a period of not less than twelve months;
(iv) not entail overlap of any period for which another trading plan is already in existence;
(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
(vi) not entail trading in securities for market abuse.

(vii) Application for Trading Plan shall be given in **Form I**.

3.3.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

3.3.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of clause 3.2 (i) above.

3.3.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

3.3.6 Letter of intimation of approval of Trading plan is at **Form II**.

3.3.7 Such Insider is required to intimate the Compliance Officer regarding execution of trading plan within two trading days of each transaction intimated under the trading plan as per proforma provided in **Form III**.

3.3.8 The Compliance Officer shall maintain a register of trading plan of securities by the Insiders and notification to Stock as given in **REG-I.**

3.4 TRADING WINDOW

3.4.1 No Designated Person and their immediate relative shall trade securities of the Company when the "Trading Window" is closed. The Trading Window shall be closed in the following events:

S. No.	Events/Particulars	Restricted Period	
		From	To
1	2	3	4
(i)	Declaration of financial results of first quarter	20th July or such other date as may be	To be notified by the Compliance Officer

S. No.	Events/Particulars	Restricted Period	
		From	To
1	2	3	4
		notified	depending upon the date of the Board Meeting
(ii)	Declaration of Half-yearly financial results	20th October or such other date as may be notified	To be notified by the Compliance Officer depending upon the date of the Board Meeting
(iii)	Declaration of financial results of third quarter	20th January or such other date as may be notified	To be notified by the Compliance Officer depending upon the date of the Board Meeting
(iv)	Declaration of Annual audited financial results	20th May or such other date as may be notified	To be notified by the Compliance Officer depending upon the date of the Board Meeting
(v)	Intended declaration of interim dividend	Date as may be notified by the Compliance Officer depending upon the date of the Board Meeting	To be notified by the Compliance Officer depending upon the date of the Board Meeting
(vi)	Intended recommendation of final dividend	20th May or such other date as may be notified by the Compliance Officer depending upon the date of the Board Meeting	To be notified by the Compliance Officer depending upon the date of the Board Meeting
(vii)	Issue of Securities (public/right/bonus) or buy-back of Securities	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board with the	Shall be notified by the Compliance Officer as and when the proposal is approved by the Board of

S. No.	Events/Particulars	Restricted Period	
		From	To
1	2	3	4
		approval of the Reporting Officer	Directors
(viii)	Amalgamation, mergers or takeover	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board with the approval of the Reporting Officer	Shall be notified by the Compliance Officer as and when the proposal is approved by the Board of Directors
(ix)	Disposal of the whole or a substantial part of the undertaking	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board with the approval of the Reporting Officer	Shall be notified by the Compliance Officer as and when the proposal is approved by the Board of Directors
(x)	Any significant changes in policies, plans or operations of the Company	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board with the approval of the Reporting Officer	Shall be notified by the Compliance Officer as and when the proposal is approved by the Board of Directors
(xi)	Any change in status of the Company	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board with the approval of the Reporting Officer	Shall be notified by the Compliance Officer as and when the proposal is approved by the Board of Directors
(xii)	Any other event as may be notified by the	Shall be notified by the Compliance	Shall be notified by the Compliance Officer as and

S. No.	Events/Particulars	Restricted Period	
		From	To
1	2	3	4
	Company from time to time.	Officer as and when the proposal is put up to the Board with the approval of the Reporting Officer	when the proposal is approved by the Board of Directors

Explanation: The trading window shall be opened 48 hours after the "unpublished price sensitive information", becomes generally available.

3.4.2 The remaining days of a year other than the days mentioned under para 3.4.1 above shall be called **"Valid Trading Window".**

3.4.3 All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period as mentioned above at clause 3.4.2 and shall not enter into **"Contra Trade"** i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

3.4.4 The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed. A Proforma of the register of periods of closure of Trading Window is given in **REG-II.**

3.5 PRE-CLEARANCE OF TRADES

3.5.1 A Designated Person, who intend to trade in the securities of the Company above the minimum threshold limit of 8,000 equity shares to be traded in a single transaction or 25,000 equity shares to be traded in series of transactions within one week, shall obtain pre-clearance of the transaction as per the pre-dealing procedure as described hereunder.

3.5.2 Application for pre-clearance shall be made only during valid trading period in **Form IV**. Application submitted during closure of trading window shall be invalid.

3.5.3 No Designated Person shall apply for pre-clearance of any proposed trade, if such Designated Person is in possession of unpublished price sensitive information even if the trading window is not closed.

3.5.4 A Designated Person shall make a pre-clearance application to the Compliance Officer in the prescribed format along with an undertaking stating that the insider has not contravened the provision of this CODE.

3.5.5 Letter of intimation of pre clearance is at **Form II**.

3.5.6 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this CODE, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.

3.5.7 The Compliance Officer shall maintain a register of pre-clearance of securities by the Designated Person as given in **REG-III.**

3.5.8 The Designated Person shall, within seven trading days, execute the trade after the pre-clearance. If the trade is not executed within seven trading days after the pre-clearance is given, the Designated Person shall obtain fresh pre-clearance. Such Designated Person is required to intimate the Compliance Officer regarding execution/ non execution of pre approved transaction within two trading days as per proforma provided in **Form III**

CHAPTER- IV

4.0 Disclosure of Trading by Insiders

4.1 Initial Disclosures:

Every Promoter, Key Managerial Personnel and Director of the Company and any other person for whom such person takes trading decisions shall disclose his holding of securities of the Company as on the date of these regulations taking effect i.e. 15th May 2015, within 30 days in **Form A**;

Every person on appointment as a Key Managerial Personnel or a Director of the Company or Designated Employee or upon becoming a Promoter shall disclose his holding of securities of the Company and any other person for whom such person takes trading decisions as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a Promoter in **Form B.**

4.2 Continual Dsclosures:

Every Promoter, Designated Employee and director of Company and any other person for whom such person takes trading decisions shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by the Compliance Officer from time to time in **Form C.**

Compliance Officer will notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

4.3 Annual Disclosures:

Every Promoter, Designated Employee and director of the Company and any other person for whom such person takes trading decisions be required to give annual disclosure within 30 days from the end of Financial year in the prescribed **Form E.**

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

4.4 Disclosure by other connected person: The other connected person or class of connected persons may require to make disclosures of holdings and trading in securities of the Company in **Form D** and at such frequency as may be determined by the Compliance Officer with the approval of the Director (Finance), from time to time.

CHAPTER- V

5.0 Miscellaneous:

5.1 The Compliance Officer shall be responsible for:

(i) Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the CODE under the overall supervision of the Board of Directors of the Company.

(ii) Putting up a report to the Board of Directors at the end of the Financial Year and to the Audit Committee after each quarter regarding the compliance of the CODE. The details to be maintained in register as per Form XI and Form XII for disclosure of shareholding by all the KMP/ Directors/ Designated

Employee and any other person for whom such person takes trading decisions.

(iii) Maintenance of records of disclosures made under this CODE for a period of 5 years.

5.2 PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Director, Key Managerial Personnel or Designated Employee, who trades in securities of the Company or communicates any unpublished price sensitive information in contravention of this CODE may be penalized and appropriate action may be taken by the Competent Authority as defined under Conduct, Discipline and Appeal Rules (CDA) of the Company and shall also be subject to disciplinary action by the Competent Authority.

5.3 POWER OF SEBI

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulation or any Statutory Provisions are more stringent than those contained in the CODE, the SEBI Regulations / Statutory Provisions will prevail.

5.4 CLARIFICATIONS:

For all queries concerning this CODE, employees may please contact the Compliance Officer.

Disclaimer

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY CONNECTED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH THE SEBI REGULATION AS IT WILL BE THE RESPONSIBILITY OF EACH CONNECTED PERSON (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND OTHER RELATED STATUTES FULLY.

---------- X ----------

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.

*****

NTPC Limited
New Delhi

FORM-I

APPLICATION FOR TRADING PLAN TO TRADE IN SECURITIES OF NTPC LIMITED

To
The Compliance officer
NTPC Limited
SCOPE Complex, 7 Institutional Area,
Lodi Road,
New Delhi-110 003

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Internal Code of Conduct and Procedures for Prevention of Insider Trading in Dealing in Securities and Code of Corporate Disclosure Practices, I seek approval for trading plan in Securities of NTPC (give description) as per the details given below:

Name, Designation & Emp. No.: PAN No:

Department: Email ID:

Date of Joining/ becoming the Insider:

S.NO.	No. of Securities held (including that of the immediate relative as on the date of application)	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction under self name or by immediate relative	Name of the Immediate relative, if the transaction is made by Immediate Relatives	Proposed Date of Trades/ Date of allotment	Previous approval no. and date of purchase/ allotment
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;

b) that the trading plan once approved shall be irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

c) that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in my possession at the time of the formulation of the plan has not become generally available at the time of the commencement of implementation.

(d) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices as notified by the Company from time to time.

d) that I shall adhere to Clause 3.4.3 of the CODE.

e) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.

f) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the CODE of Conduct for Internal CODE Of Conduct and Procedures for prevention of Insider Trading in Dealing in Securities and Code of Corporate Disclosure Practices of NTPC.

Date….. **Signature:……**
Place….. **Name & Designation:……..**

FOR OFFICE USE

Serial number of the application received:
Date & time of receipt of the Application:
Date & time of communication of the pre-clearance or otherwise:
Reasons for not giving pre-clearance:
Signature of the Compliance Officer/ Authorised Officer

NTPC Limited
New Delhi

FORM-II
Letter of intimation of pre-clearance/Trading Plan

Name…….
Employee No…….
Designation……..

Dear Sir,

With reference to your above application seeking approval for undertaking transactions in Securities detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application for approval of Trading Plan/ Pre-clearance. Kindly note that in terms of the Internal Code of Conduct and Procedures for Prevention of Insider Trading in Dealing in Securities of NTPC Limited and Code of Corporate Disclosure Practices of NTPC Limited for Prevention of Insider Trading, the above mentioned transaction is to be completed within i.e. within seven trading days of the pre-clearance, in case of pre-clearance. In case of approval of Trading Plan, such plan shall be irrevocable and you have to mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Further, you are required to file the details of the executed transactions in the attached format within two {2} trading days from the date of transaction/deal.

Kindly also note that in terms of the Internal Code Of Conduct and Procedures for prevention of Insider Trading in dealing with Securities and Code of Corporate Disclosure Practices of NTPC the Securities shall be held for a minimum holding period as specified under Clause 3.4.3 of the CODE.

In case of pre-clearance, the above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of NTPC Limited
Compliance Officer/Authorised Officer

NTPC Limited
New Delhi

FORM III

FORMAT FOR DISCLOSURE OF PRE-APPROVED/ TRADING PLAN TRANSACTIONS
(To be submitted within two trading days of transaction/Dealing in Securities of the Company)

Date: ____

To,
The Compliance Officer
NTPC Limited
SCOPE Complex, 7 Institutional Area,
Lodi Road,
New Delhi-110003

Dear Sir,

DETAILS OF PRE-APPROVED/ TRADING PLAN TRANSACTION

Ref: Your Approval letter No. _____dated _____

I hereby inform you that I

- **have not traded any Securities, (in case of pre-clearance only)**
- **have traded to the _____Securities (give description) as mentioned below on_____(insert date)**

Name of holder	**First or joint holder**	**No. of Securities dealt with**	**Bought / Sold/ Subscribed**	**DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited**	**Price (Rs)**

**** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers

3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Internal Code of Conduct and Procedures for prevention of Insider Trading in dealing with Securities and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for minimum holding period as specified under Clause 3.4.3 of the Code.

Yours truly,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div.

- Strike out whichever is not applicable.

NTPC Limited

New Delhi

FORM-IV

APPLICATION FOR PRE-CLEARANCE TO TRADE IN SECURITIES OF NTPC LIMITED

To
The Compliance officer
NTPC Limited
SCOPE Complex, 7 Institutional Area,
Lodi Road,
New Delhi-110 003

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Internal Code of Conduct and Procedures for Prevention of Insider Trading in Dealing in Securities and Code of Corporate Disclosure Practices, I seek approval for trading in Securities of NTPC (give description) as per the details given below:

Name, Designation & Emp. No.: PAN No:

Department: Email ID :

Date of Joining/ becoming the Designated Person:

S.NO.	No. of Securities held (including that of the immediate relative as on the date of application)	Folio No. / DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction under self name or by immediate relative	Name of the Immediate relative, if the transaction is made by Immediate Relatives	Proposed Date of Trades/ Date of allotment	Previous approval no. and date of purchase/ allotment
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;

b) that in case I have access to or receive " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any

change in my position and that I shall refrain from Dealing in Securities till the time such information becomes public;

c) that I have not contravened the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices as notified by the Company from time to time.

d) that I shall adhere to Clause 3.4.3 of the CODE.

e) that I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.

f) that I am aware that, I shall be liable to face penal consequences as set forth in the CODE including disciplinary action under the CODE of the Company, in case the above declarations are found to be misleading or incorrect at any time.

g) that I hereby undertake **not** to transact in Securities in the sanctioned period in case trading window is declared closed subsequently.

(h) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the CODE of Conduct for Internal CODE Of Conduct and Procedures for prevention of Insider Trading in Dealing in Securities and Code of Corporate Disclosure Practices of NTPC.

Date….. **Signature:……**
Place….. **Name & Designation:……..**

FOR OFFICE USE

Serial number of the application received:
Date & time of receipt of the Application:
Date & time of communication of the pre-clearance or otherwise:
Reasons for not giving pre-clearance:
Signature of the Compliance Officer/ Authorised Officer

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:

Designation:

Date:

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Name:

Signature:

Date:

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchane on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:

Designation:

Date:

Place:

Form D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Dispose		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Name:

Signature:

Date:

Place:

NTPC Limited

New Delhi

FORM E

PROFORMA FOR ANNUAL DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY THE PROMOTER, DIRECTOR, DESIGNATED EMPLOYEES OR ANY OTHER PERSON

To
The Compliance officer
NTPC Limited
SCOPE Complex, 7 Institutional Area,
Lodi Road, New Delhi-110003

Dear Sir,
I ……., the Promoter, Director, Designated Employees or any other person furnish below the details of transaction(s) in the Securities, during the financial year ……as well as shareholding as on 31st March……

Name, Designation & Emp. No.:

Department:

Date of Joining/ becoming the Promoter, Director, Designated Employees or any other person:

I. Details of transaction/shareholding in own name

No. of Securities held as on 01.04.20	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities Held as on 31.03.20	Folio No./ DPID & Client ID
	No	Value	No	Value		

II. Details of transaction/shareholdings of immediate relative

Name of the Immediate Relative	Relationship	No. of Securities held as on 01.04.20	Details of Securities purchased during the year		Details of Securities sold during the year		No. of Securities Held as on 31.03.20	Folio No./ DPID & Client ID
			No	Value	No	Value		

1. I declare that I have complied with the requirement of minimum holding period as specified under Clause 3.4.3 of the CODE.

Signature

Date:
Place:

NTPC Limited

New Delhi

REG-I

REGISTER OF APPROVAL OF TRADING PLAN IN SECURITIES AND NOTIFICATION TO STOCK EXCHNAGES

S. No	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF TRADING PLAN APPLICATION	NATURE OF TRANSACTION	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	**2**	**3**	**4**	**5**	**6**	**7**

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE APPROVAL BY THE COMPLIANCE OFFICER	REASONS FOR NON APPROVAL, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED	DATE OF NOTIFICATION TO STOCK EXCHANGES	REMARKS
8	**9**	**10**	**11**	**12**	**13**	**14**

NTPC Limited
New Delhi

REG-II

REGISTER OF PERIODS OF CLOSER OF TRADING WINDOW

S. No.	DATE OF NOTIFYING CLOSER OF TRADING WINDOW, IF ANY	START DATE OF CLOSER OF TRADING WINDOW	DATE OF OPENING OF TRADING WINDOW	PURPOSE FOR WHICH TRADING WINDOW CLOSED	REMARKS

NTPC Limited
New Delhi

REG-III

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

S. No	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	**2**	**3**	**4**	**5**	**6**	**7**

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	DATE OF PLACEMENT BEFORE COMMITTEE	NUMBER OF SECURITIES ACTUALLY TRADED	REMARKS
8	**9**	**10**	**11**	**12**	**13**	**14**

NTPC Limited
New Delhi

REG-IV

REGISTER OF DISCLOSURE OF SHAREHOLDING BY PROMOTER, DIRECTOR, DESIGNATED EMPLOYEES OR ANY OTHER PERSON

Name, Designation & Emp. No.:

Department: PAN No:

Date of Joining/ becoming the Promoter, Director, Designated Employees or any other person:

	INITIAL DISCLOSURE				
	DATE OF RECEIPT OF INFORMATION	**NUMBER OF SECURITIES**	**DATE OF ACQUISITION**	**CONSIDERATION VALUE**	**NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE**
1	**2**	**3**	**4**	**5**	**6**

CHANGE IN HOLDING					
DATE OF RECEIPT OF INFORMATION	**NUMBER OF SECURITIES**	**DATE OF TRANSACTION**	**NATURE OF TRANSACTION (PURCHASE OR SALE)**	**CONSIDERATION VALUE**	**NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE**
7	**8**	**9**	**10**	**11**	**12**

YEAR END DISCLOSURE				REMARKS
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	AGGREGATE VALUE	NAME OF THE IMMEDIATE RELATIVE IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE	
13	14	15	16	17

NTPC Limited
New Delhi

REG-V

REGISTER OF ALL THE PROMOTER, DIRECTOR, DESIGNATED EMPLOYEES OR ANY OTHER PERSON

S. No.	NAME	DESIGNATION	DEPARTMENT	EMP. NO.	PAN

DATE OF BECOMING DESIGNATED EMPLOYEE	DATE OF CESSATION AS DESIGNATED EMPLOYEE	DP ID OR FOLIO NO.	REMARKS