

**General information about company**

Scrip code	532555
NSE Symbol	NTPC
MSEI Symbol	NOTLISTED
ISIN	INE733E01010
Name of the entity	NTPC Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Gurdeep Singh		00307037	Executive Director	Chairperson	CEO-MD	07-07-1965	No				Active	NA		04-02-2016	28-09-2021		1	0	0	0			
2	Mr	Ashish Upadhyaya		06855349	Non-Executive - Non Independent Director	Not Applicable		24-09-1964	No				Active	NA		22-01-2020	24-09-2020		1	0	2	0			
3	Mr	Piyush Singh		07492389	Non-Executive - Non Independent Director	Not Applicable		26-10-1976	No				Active	NA		31-05-2022	30-08-2022		2	0	0	0			
4	Mr	Dillip Kumar Patel		08695490	Executive Director	Not Applicable		30-04-1964	No				Active	NA		01-04-2020	28-09-2021		1	0	0	0			

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Ramesh Babu V.		08736805	Executive Director	Not Applicable		07-01-1964	No				Active	NA		01-05-2020	24-09-2020			1	0	0	0		
6	Mr	Chandan Kumar Mondol		08535016	Executive Director	Not Applicable		17-01-1963	No				Active	NA		01-08-2020	24-09-2020			1	0	0	0		
7	Mr	Ujjwal Kanti Bhattacharya		08734219	Executive Director	Not Applicable		01-12-1963	No				Active	NA		28-08-2020	24-09-2020			1	0	0	0		
8	Mr	Jaikumar Srinivasan		01220828	Executive Director	Not Applicable		29-12-1966	No				Active	NA		21-07-2022	30-08-2022			1	0	5	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Jitendra Jayantilal Tanna		09403346	Non-Executive - Independent Director	Not Applicable		31-08-1974	No				Active	NA		30-11-2021	30-08-2022		36	1	1	1	1		
10	Mr	Vidyadhar Vaishampayan		02667949	Non-Executive - Independent Director	Not Applicable		15-08-1963	No				Active	NA		30-11-2021	30-08-2022		36	1	1	2	0		
11	Mr	Vivek Gupta		08794502	Non-Executive - Independent Director	Not Applicable		10-03-1973	No				Active	NA		30-11-2021	30-08-2022		36	1	1	2	1		
12	Ms	Sangitha Varier		09402812	Non-Executive - Independent Director	Not Applicable		02-05-1964	No				Active	NA		07-12-2021	30-08-2022		36	1	1	1	0		

**Text Block**

Textual Information(1)

As on 31st December, 2022, NTPC has six functional directors including the Chairman & Managing Director, two Government Nominee Directors and four Independent Directors, including one Woman Independent Director on the Board. Accordingly, the Company is 4 short of requisite Independent Directors.

NTPC being a Government Company under section 2(45) of the Companies Act, 2013, as per the Articles of Association of the Company, the power to appoint or remove the Directors vests with the President of India. We have, accordingly, written to our Administrative Ministry i.e. Ministry of Power requesting them to appoint requisite independent directors on the Board of NTPC so as to comply with regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09403346	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Chairperson	30-12-2021		
2	09402812	Sangitha Varier	Non-Executive - Independent Director	Member	30-12-2021		
3	08794502	Vivek Gupta	Non-Executive - Independent Director	Member	30-12-2021		
4	02667949	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021		
5	06855349	Ashish Upadhyaya	Non-Executive - Non Independent Director	Member	22-01-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09402812	Sangitha Varier	Non-Executive - Independent Director	Chairperson	30-12-2021		
2	06855349	Ashish Upadhyaya	Non-Executive - Non Independent Director	Member	23-08-2021		
3	09403346	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Member	30-12-2021		
4	08794502	Vivek Gupta	Non-Executive - Independent Director	Member	30-12-2021		
5	02667949	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08794502	Vivek Gupta	Non-Executive - Independent Director	Chairperson	30-12-2021		
2	02667949	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021		
3	06855349	Ashish Upadhyaya	Non-Executive - Non Independent Director	Member	23-08-2021		
4	01220828	Jaikumar Srinivasan	Executive Director	Member	21-07-2022		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08734219	Ujjwal Kanti Bhattacharya	Executive Director	Chairperson	28-08-2020		
2	08736805	Ramesh Babu V.	Executive Director	Member	01-05-2020		
3	02667949	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021		Textual Information(1)

**Sr Text Block**

Textual Information(1)

Shri Animesh Jain, CGM (CP) appointed as member of the Committee w.e.f 28th May, 2021

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08695490	Dillip Kumar Patel	Executive Director	Chairperson	01-04-2020		
2	08736805	Ramesh Babu V.	Executive Director	Member	23-10-2020		
3	09402812	Sangitha Varier	Non-Executive - Independent Director	Member	30-12-2021		
4	09403346	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Member	30-12-2021		
5	08794502	Vivek Gupta	Non-Executive - Independent Director	Member	30-12-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	18-07-2022				Yes	11	11	4
2	29-07-2022		10		Yes	12	11	4
3	25-08-2022		26		Yes	12	12	4
4	10-09-2022		15		Yes	12	12	4
5		12-10-2022	31		Yes	12	12	4
6		29-10-2022	16		Yes	12	12	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	18-07-2022				Yes	5	5	4	0
2	Audit Committee	29-07-2022	10			Yes	5	5	4	0
3	Audit Committee	10-09-2022	42			Yes	5	5	4	0
4	Audit Committee	29-10-2022	48			Yes	5	5	4	0
5	Audit Committee	05-12-2022	36			Yes	5	5	4	0
6	Nomination and remuneration committee	18-07-2022				Yes	5	5	4	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	29-07-2022	10			Yes	5	5	4	0
8	Nomination and remuneration committee	10-09-2022	42			Yes	5	5	4	0
9	Nomination and remuneration committee	29-10-2022	48			Yes	5	5	4	0
10	Stakeholders Relationship Committee	05-12-2022	36			Yes	4	4	2	0
11	Corporate Social Responsibility Committee	05-12-2022				Yes	5	5	3	0
12	Risk Management Committee	24-08-2022				Yes	3	3	1	1

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)



**Text Block**

Textual Information(1)

The Company has entered into a Power Station Operation & Maintenance Agreement (PSOMA) with Utility Powertech Limited (UPL), one of the Joint Venture Company of NTPC, for which prior approval of the Audit Committee and Board was taken. Further, under the overall ceiling approved by the shareholders, post facto approval of Audit Committee is being obtained on quarterly basis for Purchase Orders placed to UPL under the PSOMA. Further, the Company also considers earlier approval obtained from the shareholders for PSOMA agreement still valid.

Transactions with PTC India Limited are not considered as Related Party Transactions as it was approved by Board of Directors in Financial year 2008-09.

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Arun Kumar
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

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NTPC being a Government Company under section 2(45) of the Companies Act, 2013, as per the Articles of Association of the Company, the power to appoint or remove the Directors vests with the President of India. We have, accordingly, written to our Administrative Ministry i.e. Ministry of Power requesting them to appoint requisite independent directors on the Board of NTPC so as to comply with regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Signatory Details</b>	
Name of signatory	Arun Kumar
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	10-01-2023

