

# Integrated Governance

## NTPC Limited

### General information about company

Scrip code	532555
NSE Symbol	NTPC
MSEI Symbol	NOTLISTED
ISIN	INE733E01010
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false No Acquisition of Shares or Voting Rights in Unlisted Companies was made in the quarter ended 31.03.2025
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false Tax litigation outcome which may have an impact on NTPC (i.e. material) which is required to be reported is NIL as no tax dispute of amount exceeding material threshold limit i.e. Rs. 923.57 crores are pending before any tax authority/appellate authority/court.
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	n00169
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

## 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						true																	
Whether Chairperson is related to MD or CEO						true	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Gurdeep Singh	Executive Director	Chairperson	CEO-MD	false				Active	NA		04-02-2016	28-09-2021			2	0	0	0			
2	Mr	Piyush Singh	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-05-2022				1	0	1	0			
3	Mr	Jaikumar Srinivasan	Executive Director	Not Applicable		false				Active	NA		21-07-2022				2	0	2	0			
4	Mr	Shivam Srivastava	Executive Director	Not Applicable		false				Active	NA		30-04-2023				1	0	0	0			
5	Mr	Shanmugha Sundaram Kothandapani	Executive Director	Not Applicable		false				Active	NA		01-12-2023				2	0	4	0			
6	Mr	Ravindra Kumar	Executive Director	Not Applicable		false				Active	NA		26-02-2024				1	0	1	0			
7	Mr	Mahabir Prasad	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		14-08-2024				1	0	2	2			
8	Mr	Anil Kumar Jadli	Executive Director	Not Applicable		false				Active	NA		23-08-2024				1	0	1	1			

Text Block

Textual Information(1)	As on 31st March 2025, NTPC had six functional directors including the CMD and two Government Nominee Directors on the Board. In terms of Order No. 8/4/2020-Th.1 dated 12th November 2021 of Ministry of Power (MoP), the tenure of four Independent Directors had ended on 11th November 2024. With effect from 12th November 2024, NTPC did not have any Independent Director on its Board. NTPC is 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, requested MoP to appoint requisite number of independent directors on the Board of NTPC so as to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations). One independent director has been appointed on the Board on 17th April 2025 vide MoP Order No. 8/4/2020-Th.I. Accordingly, the Company is short of 7 Independent Directors including one Woman Independent Director.
------------------------	---

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Text Block

Textual Information(1)	In terms of Order No. 8/4/2020-Th.1 dated 12th November 2021 of Ministry of Power, the tenure of four Independent Directors had ended on 11th November 2024. With effect from 12th November 2024 till 17th April 2025, NTPC did not have any Independent Director on its Board. Since the power to appoint Independent Directors vests with MoP, Govt. of India, the matter had already been taken up with MoP. Post cessation of the Independent Directors, the Committees have been reconstituted with the available directors on the Board. The Committees shall be reconstituted after appointment of Independent Directors.
------------------------	--

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mahabir Prasad	Non-Executive - Non Independent Director	Chairperson	30-11-2024		Textual Information(1)
2	Ravindra Kumar	Executive Director	Member	30-11-2024		
3	Shanmugha Sundaram Kothandapani	Executive Director	Member	30-11-2024		

**Text Block**

Textual Information(1)	Shri Mahabir Prasad was Member of Audit Committee since 14.08.2024. Post reconstitution of Audit Committee on 30.11.2024, he is appointed as the Chairman of the Committee.
------------------------	---

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mahabir Prasad	Non-Executive - Non Independent Director	Chairperson	30-11-2024		Textual Information(1)
2	Jaikumar Srinivasan	Executive Director	Member	30-11-2024		
3	Piyush Singh	Non-Executive - Non Independent Director	Member	30-11-2024		



**Text Block**

Textual Information(1)	Shri Mahabir Prasad was Member of Nomination and Remuneration Committee since 14.08.2024. Post reconstitution of Nomination and Remuneration Committee on 30.11.2024, he is appointed as the Chairman of the Committee.
------------------------	---

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mahabir Prasad	Non-Executive - Non Independent Director	Chairperson	30-11-2024		Textual Information(1)
2	Jaikumar Srinivasan	Executive Director	Member	21-07-2022		
3	Shanmugha Sundaram Kothandapani	Executive Director	Member	30-11-2024		

**Text Block**

Textual Information(1)	Shri Mahabir Prasad was Member of Stakeholders Relationship Committee since 14.08.2024. Post reconstitution of Stakeholders Relationship Committee on 30.11.2024, he is appointed as the Chairman of the Committee.
------------------------	---

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Shanmugha Sundaram Kothandapani	Executive Director	Chairperson	01-12-2023		
2	Ravindra Kumar	Executive Director	Member	26-02-2024		
3	Sangeeta Kaushik	Chief Risk Officer	Member	09-09-2024		Textual Information(1)
4	Shivam Srivastava	Executive Director	Member	30-11-2024		

**Text Block**

Textual Information(1)	Ms. Sangeeta Kaushik, ED (Corporate Planning) is the ex-officio Chief Risk Officer of NTPC Limited w.e.f. 09-09-2024.
------------------------	---

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Anil Kumar Jadli	Executive Director	Chairperson	29-08-2024		
2	Ravindra Kumar	Executive Director	Member	26-02-2024		
3	Mahabir Prasad	Non-Executive - Non Independent Director	Member	30-11-2024		

## Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	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)	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	24-10-2024			true	12	12	4
2	05-11-2024	11		true	12	12	4
3	30-11-2024			false	8	8	0
4	25-01-2025	55		false	8	8	0
5	01-03-2025	34		false	8	8	0
6	17-03-2025	15		false	8	8	0

Text Block

Textual Information(1)	As per the provisions of Section 174 of the Companies Act, 2013, the requirement of quorum for Board Meeting was complied. However, as the Company did not have any Independent Director on the Board w.e.f. 12th November 2024, the requirement of quorum for Board Meeting under Regulation 17(2A) of SEBI LODR Regulations could not be complied. NTPC is 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, requested MoP to appoint requisite number of independent directors on the Board of NTPC so as to comply with SEBI LODR Regulations.
------------------------	---



## Annexure I

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory									Textual Information(1)	
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	Reson 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	03-10-2024				true	5	5	4	0
2	Audit Committee	24-10-2024	20			true	5	5	4	0
3	Audit Committee	05-11-2024	11			true	5	5	4	0
4	Audit Committee	13-01-2025	68			false	3	3	0	0
5	Audit Committee	25-01-2025	11			false	3	3	0	0
6	Audit Committee	27-02-2025	32			false	3	3	0	0
7	Audit Committee	27-03-2025	27			false	3	3	0	0
8	Nomination and remuneration committee	03-10-2024				true	5	5	4	0
9	Nomination and remuneration committee	07-10-2024	3			true	5	5	4	0
10	Nomination and remuneration committee	05-11-2024	28			true	5	5	4	0
11	Stakeholders Relationship Committee	05-11-2024				true	4	4	2	0
12	Corporate Social Responsibility Committee	03-10-2024				true	5	5	3	0
13	Corporate Social Responsibility Committee	24-10-2024	20			true	5	5	3	0
14	Corporate Social Responsibility Committee	05-11-2024	11			true	5	5	3	0
15	Corporate Social Responsibility Committee	25-01-2025	80			true	3	3	0	0
16	Corporate Social Responsibility Committee	27-02-2025	32			true	3	3	0	0
17	Corporate Social Responsibility Committee	17-03-2025	17			true	3	3	0	0
18	Risk Management Committee	03-02-2025				true	3	2	0	1
19	Nomination and remuneration committee	01-03-2025	25			false	3	3	0	0

Text Block

Textual Information(1)	Post cessation of the Independent Directors, the composition of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee are not in compliance with SEBI LODR Regulations. The Committees have been reconstituted at the Board Meeting held after cessation of Independent Directors (i.e. on 30th November 2024) with the available directors on the Board. Due to absence of Independent Directors, the quorum for Meeting of Audit Committee and Nomination and Remuneration Committee could not be met.
------------------------	--

## Annexure I

### V. 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	false
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	false
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	false
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	false
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	No
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.	true
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.	false
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block

Textual Information(1)

As on 31st March 2025, NTPC had six functional directors including the CMD and two Government Nominee Directors on the Board. In terms of Order No. 8/4/2020-Th.1 dated 12th November 2021 of MoP, the tenure of four Independent Directors had ended on 11th November 2024. With effect from 12th November 2024, NTPC did not have any Independent Director on its Board. NTPC is 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, requested MoP to appoint requisite number of independent directors on the Board of NTPC so as to comply with SEBI LODR Regulations. One independent director has been appointed on the Board on 17th April 2025 vide MoP Order No. 8/4/2020-Th.I. Accordingly, the Company is short of 7 Independent Directors including one Woman Independent Director. Post cessation of the Independent Directors, the Committees have been reconstituted with the available directors on the Board. The Committees shall be reconstituted after appointment of Independent Directors.

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Ritu Arora
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://ntpc.co.in/ntpc-overview">https://ntpc.co.in/ntpc-overview</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://ntpc.co.in/corporate-governance/terms-and-conditions-appointment-independent-directors">https://ntpc.co.in/corporate-governance/terms-and-conditions-appointment-independent-directors</a>
3	Composition of various committees of board of directors	Yes		<a href="https://ntpc.co.in/corporate-governance/Committees-of-the-Board">https://ntpc.co.in/corporate-governance/Committees-of-the-Board</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://ntpc.co.in/corporate-governance/code-conduct">https://ntpc.co.in/corporate-governance/code-conduct</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://ntpc.co.in/corporate-governance/policy">https://ntpc.co.in/corporate-governance/policy</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://ntpc.co.in/corporate-governance/terms-and-conditions-appointment-independent-directors">https://ntpc.co.in/corporate-governance/terms-and-conditions-appointment-independent-directors</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://ntpc.co.in/corporate-governance/policy">https://ntpc.co.in/corporate-governance/policy</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://ntpc.co.in/corporate-governance/policy">https://ntpc.co.in/corporate-governance/policy</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://ntpc.co.in/corporate-governance/familiarisation-program-directors">https://ntpc.co.in/corporate-governance/familiarisation-program-directors</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://ntpc.co.in/investor-updates/investors-contact">https://ntpc.co.in/investor-updates/investors-contact</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://ntpc.co.in/investor-updates/investors-contact">https://ntpc.co.in/investor-updates/investors-contact</a>
12	Financial results	Yes		<a href="https://ntpc.co.in/investors/financial-results">https://ntpc.co.in/investors/financial-results</a>
13	Shareholding pattern	Yes		<a href="https://ntpc.co.in/compliances/shareholding-pattern">https://ntpc.co.in/compliances/shareholding-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		<a href="https://ntpc.co.in/investor-updates/recordings-post-earnings-calls">https://ntpc.co.in/investor-updates/recordings-post-earnings-calls</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://ntpc.co.in/investor-updates/notice-record-dates-and-board-meetings">https://ntpc.co.in/investor-updates/notice-record-dates-and-board-meetings</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://ntpc.co.in/sites/default/files/inline-files/46-r_0.pdf">https://ntpc.co.in/sites/default/files/inline-files/46-r_0.pdf</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://ntpc.co.in/investors/annual-reports">https://ntpc.co.in/investors/annual-reports</a>
20	Secretarial Compliance Report	Yes		<a href="https://ntpc.co.in/compliances">https://ntpc.co.in/compliances</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://ntpc.co.in/corporate-governance/policy">https://ntpc.co.in/corporate-governance/policy</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://ntpc.co.in/disclosures-under-regulation-46-sebi-lodr-regulations">https://ntpc.co.in/disclosures-under-regulation-46-sebi-lodr-regulations</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://ntpc.co.in/index.php/investor-updates/announcement">https://ntpc.co.in/index.php/investor-updates/announcement</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://ntpc.co.in/corporate-governance/policy">https://ntpc.co.in/corporate-governance/policy</a>
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://ntpc.co.in/compliances">https://ntpc.co.in/compliances</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://ntpc.co.in/disclosures-under-regulation-46-sebi-lodr-regulations">https://ntpc.co.in/disclosures-under-regulation-46-sebi-lodr-regulations</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://ntpc.co.in/disclosures-under-regulation-46-sebi-lodr-regulations">https://ntpc.co.in/disclosures-under-regulation-46-sebi-lodr-regulations</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	No	As on 31st March 2025, NTPC had six functional directors including the CMD and two Government Nominee Directors on the Board. In terms of Order No. 8/4/2020-Th.1 dated 12th November 2021 of MoP, the tenure of four Independent Directors had ended on 11th November 2024. With effect from 12th November 2024, NTPC did not have any Independent Director on its Board. NTPC is 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, requested MoP to appoint requisite number of independent directors on the Board of NTPC so as to comply with SEBI LODR Regulations. One independent director has been appointed on the Board on 17th April 2025 vide MoP Order No. 8/4/2020-Th.I. Accordingly, the Company is short of 7 Independent Directors including one Woman Independent Director.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	No	As per the provisions of Section 174 of the Companies Act, 2013, the requirement of quorum for Board Meeting was complied. The Company was in Compliance of requirement of quorum for Board Meeting under SEBI LODR Regulations till the Board Meeting held on 5th November 2024. However, as the Company did not have any Independent Director on the Board w.e.f. 12th November 2024, the requirement of quorum for Board Meeting under Regulation 17(2A) of SEBI LODR Regulations could not be complied. NTPC is 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, requested MoP to appoint requisite number of independent directors on the Board of NTPC so as to comply with SEBI LODR Regulations.
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	NTPC being a Government Company, the tenure, performance evaluation and extension of term of Independent Directors are being decided by the Government of India and therefore, it is not within the control of the Company.
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	The Composition of Audit Committee was in Compliance with SEBI LODR Regulation till 11th November 2024. Post cessation of the Independent Directors w.e.f. 12th November 2024, the composition of Audit Committee is not in compliance with SEBI LODR Regulations. The Committee has been reconstituted at the Board Meeting held after cessation of Independent Directors (i.e. on 30th November 2024) with the available directors on the Board. Subsequent to appointment of 1 Independent Director on the Board on 17th April, 2025, the Audit Committee presently has one Independent Director as the Chairman.
16	Meeting of Audit Committee	18(2)	No	The Company was in compliance of quorum for Audit Committee Meeting till the Meeting held on 5th November 2024. However, due to absence of Independent Directors w.e.f 12th November 2024, the requirement of quorum for Audit Committee Meeting under SEBI LODR Regulations could not be complied.
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	No	The Composition of Nomination & Remuneration Committee was in Compliance with SEBI LODR Regulation till 11th November 2024. Post cessation of the Independent Directors w.e.f. 12th November 2024, the composition of Nomination & Remuneration Committee is not in compliance with SEBI LODR Regulations. The Committee has been reconstituted at the Board Meeting held after cessation of Independent Directors (i.e. on 30th November 2024) with the available directors on the Board. Subsequent to appointment of 1 Independent Director on the Board on 17th April, 2025, the Nomination & Remuneration Committee presently has one Independent Director as the Chairman.
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	No	The Company was in compliance of quorum for Nomination & Remuneration Committee Meeting till the Meeting held on 5th November 2024. However, due to absence of Independent Directors w.e.f 12th November 2024, the requirement of quorum for Nomination & Remuneration Committee Meeting under SEBI LODR Regulations could not be complied.
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	No	The Composition of Stakeholder Relationship Committee was in Compliance with SEBI LODR Regulation till 11th November 2024. Post cessation of the Independent Directors w.e.f. 12th November 2024, the composition of Stakeholder Relationship Committee is not in compliance with SEBI LODR Regulations. The Committee has been



				reconstituted at the Board Meeting held after cessation of Independent Directors (i.e. on 30th November 2024) with the available directors on the Board. Subsequent to appointment of 1 Independent Director on the Board on 17th April, 2025, the Stakeholder Relationship Committee has been reconstituted in compliance with SEBI LODR Regulations.
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	No	The Composition of Risk Management Committee was in Compliance with SEBI LODR Regulation till 11th November 2024. Post cessation of the Independent Directors w.e.f. 12th November 2024, the composition of Risk Management Committee is not in compliance with SEBI LODR Regulations. The Committee has been reconstituted at the Board Meeting held after cessation of Independent Directors (i.e. on 30th November 2024) with the available directors on the Board. Subsequent to appointment of 1 Independent Director on the Board on 17th April, 2025, the Risk Management Committee has been reconstituted in compliance with SEBI LODR Regulations.
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	No	Generally, meeting of Independent Directors in NTPC is held in the Month of February/March. Due to absence of Independent Directors on the Board w.e.f. 12th November 2024, meeting of Independent Directors could not be held during the Financial Year 2024-25.
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or	26(6)	NA	

	profit sharing in connection with dealings in the securities of the listed entity			
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

## Annexure II

1	Name of signatory	Ritu Arora
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

## Annexure II

1	Name of signatory	Ritu Arora
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	Ritu Arora
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	22-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	400
No. of investor complaints disposed off during the Quarter	400
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Commercial Tax Officer W/C Raigarh Circle-1	VAT Assessment of Lara unit for the FY 2015-16	10-01-2025	VAT Assessment of Lara unit for the FY 2015-16	Tax demand of Rs. 25000 and penalty of Rs. 10000 imposed under Chattisgarh VAT Act. Corporate will settled the same under OTS scheme of Government of Chattisgarh.
2	Deputy Commissioner, Sector-8 Gautam Budha Nagar	GST Tax, interest and penalty levied	17-02-2025	Mismatch in outward liability as per GSTR-9 and GSTR-9C	Tax Demand of Rs. 8,90,952, Interest of Rs. 7,02,118 and penalty of Rs. 89,094 levied under CGST Act and UPGST Act. Whole demand accepted and will be paid
3	Commercial Tax Officer ALANDUR:South-III:CHENNAI SOUTH:Tamil Nadu	GST Tax, interest and penalty levied	23-02-2025	Excess claim of ITC, ITC to be reversed on non-business transactions & exempt supplies and Under declaration of Ineligible ITC	Tax Demand of Rs. 8,20,878, Interest of Rs. 6,50,540 and penalty of Rs. 82,088 levied under CGST Act and UPGST Act. Corporation will file appeal before first appellate authority
4	Deputy Commissioner BEGUMPET	GST Tax, interest and penalty levied	27-02-2025	difference in tax liability as per GSTR1 with GSTR3B, ITC reversal for common credit, ITC reversal for blocked credit u/s 17(5) and difference in ITC pre and post filing of the GSTR9. Proportionate reversal of ITC at SR HQ in respect of proportion of cost of SR HQ transferred to Ramagundam	Tax Demand of Rs. 12,91,296, Interest of Rs. 8,97,254 and penalty of Rs. 1,29,131 levied. Demand accepted and deposited. Total financial implication is Rs.23,17,681
5	BSE & NSE	BSE & NSE imposed fine of Rs. 5000/- each plus GST on THDCIL	28-03-2025	Regulation 50(1)(d) - Non-submission of Intimation of Board Meeting to be submitted within 2 days in advance This non-compliance is due to the postponement of the meeting Board meeting held at shorter notice. Note: THDCIL has submitted the application for waiver to BSE and NSE and the response of Stock exchange is awaited.	None