

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	Quarterly
Date of Quarter Ending	31-12-2024
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 31.12.2024
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?	false All the orders levying penalty where the amount of penalty exceeds monetary threshold of Rs. 10,00,000/- have been intimated to Stock Exchanges within 24 hours of its actual receipt. No penalty order where the amount of penalty is below monetary threshold of Rs. 10,00,000/- has been issued during the quarter ended 31.12.2024.
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	
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

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 not provided
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	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Not Applicable		false				Active	NA		30-11-2021	30-11-2021	11-11-2024	35.11	0	0	0	0	Tenure Completion		
5	Mr	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Not Applicable		false				Active	NA		30-11-2021	30-11-2021	11-11-2024	35.11	0	0	0	0	Tenure Completion		
6	Ms	Vivek Gupta	Non-Executive - Independent Director	Not Applicable		false				Active	NA		30-11-2021	30-11-2021	11-11-2024	35.11	0	0	0	0	Tenure Completion		
7	Mr	Sangitha Varier	Non-Executive - Independent Director	Not Applicable		false				Active	NA		07-12-2021	07-12-2021	11-11-2024	35.04	0	0	0	0	Tenure Completion		
8	Ms	Shivam Srivastava	Executive Director	Not Applicable		false				Active	NA		30-04-2023				1	0	0	0			
9	Mr	Shanmugha Sundaram Kothandapani	Executive Director	Not Applicable		false				Active	NA		01-12-2023				2	0	4	0			
10	Mr	Ravindra Kumar	Executive Director	Not Applicable		false				Active	NA		26-02-2024				1	0	1	0			
11	Mr	Mahabir Prasad	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		14-08-2024				1	0	2	2			
12	Mr	Anil Kumar Jadhli	Executive Director	Not Applicable		false				Active	NA		23-08-2024				1	0	0	0			

Text Block

Textual Information(1)

As on 31st December 2024, NTPC has six functional directors including the CMD and two Government Nominee Director on the Board. In terms of Order No. 8/4/2020-Th.1 dated 12th November 2021 of Ministry of Power, the tenure of four Independent Director has ended on 11th November 2024. With effect from 12th November 2024, NTPC is not having any Independent Directors on its Board. Accordingly, the Company is short of 8 Independent Directors including one Woman Independent Director. 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 Ministry of Power 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.

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 Director has ended on 11th November 2024. With effect from 12th November 2024, NTPC is not having any Independent Directors on its Board. Since, the power to appoint Independent Directors vests with Ministry of Power, Govt. of India, the matter had already been taken up with Ministry of Power, Govt. of India. 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	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Chairperson	30-12-2021	11-11-2024	
2	Sangitha Varier	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
3	Vivek Gupta	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
4	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
5	Mahabir Prasad	Non-Executive - Non Independent Director	Member	14-08-2024	30-11-2024	Textual Information(1)
6	Mahabir Prasad	Non-Executive - Non Independent Director	Chairperson	30-11-2024		
7	Ravindra Kumar	Executive Director	Member	30-11-2024		
8	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	Sangitha Varier	Non-Executive - Independent Director	Chairperson	30-12-2021	11-11-2024	
2	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
3	Vivek Gupta	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
4	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
5	Mahabir Prasad	Non-Executive - Non Independent Director	Member	14-08-2024	30-11-2024	Textual Information(1)
6	Mahabir Prasad	Non-Executive - Non Independent Director	Chairperson	30-11-2024		
7	Jaikumar Srinivasan	Executive Director	Member	30-11-2024		
8	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	Vivek Gupta	Non-Executive - Independent Director	Chairperson	30-12-2021	11-11-2024	
2	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
3	Jaikumar Srinivasan	Executive Director	Member	21-07-2022		
4	Mahabir Prasad	Non-Executive - Non Independent Director	Member	14-08-2024	30-11-2024	Textual Information(1)
5	Mahabir Prasad	Non-Executive - Non Independent Director	Chairperson	30-11-2024		
6	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						
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	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
3	Ravindra Kumar	Executive Director	Member	26-02-2024		
4	Sangeeta Kaushik	Chief Risk Officer	Member	09-09-2024		Textual Information(1)
5	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						
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	Sangitha Varier	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
4	Jitendra Jayantilal Tanna	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
5	Vivek Gupta	Non-Executive - Independent Director	Member	30-12-2021	11-11-2024	
6	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

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	27-07-2024			true	10	10	4
2	29-08-2024	32		true	12	12	4
3	19-09-2024	20		true	12	12	4
4		34		true	12	12	4
5		11		true	12	12	4
6		24		true	8	8	0

Annexure I

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	26-07-2024				true	4	4	4	0
2	Audit Committee	29-08-2024	33			true	5	5	4	0
3	Audit Committee	19-09-2024	20			true	5	5	4	0
4	Nomination and remuneration committee	13-08-2024				true	4	4	4	0
5	Nomination and remuneration committee	23-08-2024	9			true	5	5	4	0
6	Corporate Social Responsibility Committee	26-07-2024				true	5	5	3	0
7	Risk Management Committee	16-07-2024				true	4	4	1	1

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.	true
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 December 2024, NTPC has six functional directors including the CMD and two Government Nominee Director on the Board. In terms of Order No. 8/4/2020-Th.1 dated 12th November 2021 of Ministry of Power, the tenure of four Independent Director has ended on 11th November 2024. With effect from 12th November 2024, NTPC is not having any Independent Directors on its Board. Accordingly, the Company is short of 8 Independent Directors including one Woman Independent Director. 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 Ministry of Power 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. 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	

Signatory Details

Name of signatory	Ritu Arora
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	06-02-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	238
No. of investor complaints disposed off during the Quarter	238
No. of investor complaints those remaining unresolved at the end of the Quarter	0