

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER 2024**

<b>General information about company</b>	
Scrip code	532555
NSE Symbol	NTPC
MSEI Symbol	NOTLISTED
ISIN	INE733E01010
Name of the entity	NTPC Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

**Annexure I  
I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory	<p>As on 30<sup>th</sup> September 2024, NTPC has six functional directors including the CMD, two Government Nominee Director and four Independent Directors, including one Woman Independent Director on the Board. Accordingly, the Company is short of 4 Independent Directors.</p> <p>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, 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) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					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
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Gurdeep Singh	00307037	Executive Director, Chairperson, CEO-MD	No	-	-	-	Active	NA	-	04-02-2016	28-09-2021	-	-	1	0	0	0	-		
2	Mr	Piyush Singh	07492389	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	31-05-2022	-	-	-	1	0	1	0	-		
3	Mr	Jaikumar Srinivasan	01220828	Executive Director	No	-	-	-	Active	NA	-	21-07-2022	-	-	-	1	0	1	0	-		
4	Mr	Jitendra Jayantilal Tanna	09403346	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	30-11-2021	30-11-2021	-	34.00	1	1	1	1	-		
5	Mr	Vidyadhar Vaishampayan	02667949	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	30-11-2021	30-11-2021	-	34.00	1	1	2	0	-		
6	Mr	Vivek Gupta	08794502	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	30-11-2021	30-11-2021	-	34.00	1	1	2	1	-		
7	Ms	Sangitha Varier	09402812	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	07-12-2021	07-12-2021	-	33.25	1	1	1	0	-		
8	Mr	Shivam Srivastava	10141887	Executive Director	No	-	-	-	Active	NA	-	30-04-2023	-	-	-	1	0	0	0	-		
9	Mr	Shanmuga Sundaram Kothandapani	10347322	Executive Director	No	-	-	-	Active	NA	-	01-12-2023	-	-	-	1	0	1	1	-		
10	Mr	Ravindra Kumar	10523088	Executive Director	No	-	-	-	Active	NA	-	26-02-2024	-	-	-	1	0	1	1	-		
11	Mr	Mahabir Prasad	07094229	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	14-08-2024	-	-	-	1	0	2	0	-		
12	Mr	Anil Kumar Jadli	10630150	Executive Director	No	-	-	-	Active	NA	-	23-08-2024	-	-	-	1	0	0	0	-		

**Annexure 1  
II. Composition of Committees**

Disclosure of notes on composition of committees explanatory				-			
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	07094229	Mahabir Prasad	Non-Executive - Non Independent Director	Member	14-08-2024	-	-

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	09403346	Jitendra Jayantilal Tanna	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	07094229	Mahabir Prasad	Non-Executive - Non Independent Director	Member	14-08-2024	-	-

### 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	01220828	Jaikumar Srinivasan	Executive Director	Member	21-07-2022	-	-
4	07094229	Mahabir Prasad	Non-Executive - Non Independent Director	Member	14-08-2024	-	-

### 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	10347322	Shanmugha Sundaram Kothandapani	Executive Director	Chairperson	01-12-2023	-	-
2	02667949	Vidyadhar Vaishampayan	Non-Executive - Independent Director	Member	30-12-2021	-	-
3	10523088	Ravindra Kumar	Executive Director	Member	26-02-2024	-	-
4	99999999	Sangeeta Kaushik	Chief Risk Officer	Member	09-09-2024	-	Ms. Sangeeta Kaushik, ED (Corporate Planning) is the ex-officio Chief Risk Officer of NTPC Limited w.e.f. 09-09-2024.
5	99999999	H. K. Dash	NA	Member	17-01-2024	09-09-2024	Shri H. K. Dash, ceased to be ED (Corporate Planning) and 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				YES			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	10630150	Anil Kumar Jadli	Executive Director	Chairperson	23-08-2024	-	-
2	10523088	Ravindra Kumar	Executive Director	Member	26-02-2024	-	-
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	-	-

**Annexure 1  
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	29-04-2024	-	-	Yes	11.00	11	4
2	24-05-2024	24	-	Yes	10.00	10	4
3	29-06-2024	35	-	Yes	10.00	10	4
4	27-07-2024	27	-	Yes	10.00	10	4
5	29-08-2024	32	-	Yes	12.00	12	4
6	19-09-2024	20	-	Yes	12.00	12	4

**Annexure 1  
IV. Meeting Of Committees**

Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	20 Apr 2024	-	-	-	Yes	4	4	4	0
2	Audit Committee	17 May 2024	26	-	-	Yes	4	4	4	0
3	Audit Committee	23 May 2024	5	-	-	Yes	4	4	4	0
4	Audit Committee	24 May 2024	-	-	-	Yes	4	4	4	0
5	Audit Committee	29 Jun 2024	35	-	-	Yes	4	4	4	0
6	Audit Committee	26 Jul 2024	26	-	-	Yes	4	4	4	0
7	Audit Committee	29 Aug 2024	33	-	-	Yes	5	5	4	0
8	Audit Committee	19 Sep 2024	20	-	-	Yes	5	5	4	0
9	Nomination and remuneration committee	20 Apr 2024	-	-	-	Yes	4	4	4	0
10	Nomination and remuneration committee	28 Jun 2024	68	-	-	Yes	4	4	4	0
11	Nomination and remuneration committee	13 Aug 2024	45	-	-	Yes	4	4	4	0
12	Nomination and remuneration committee	23 Aug 2024	9	-	-	Yes	5	5	4	0
13	Stakeholders Relationship Committee	29 Apr 2024	-	-	-	Yes	3	3	2	0
14	Corporate Social Responsibility Committee	29 Apr 2024	-	-	-	Yes	5	5	3	0
15	Corporate Social Responsibility Committee	28 Jun 2024	59	-	-	Yes	5	5	3	0
16	Corporate Social Responsibility Committee	26 Jul 2024	27	-	-	Yes	5	5	3	0
17	Risk Management Committee	16 Jul 2024	-	-	-	Yes	4	4	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			-
Disclosure of notes of material transaction with related party			-

**Annexure 1  
Cyber Security Incidence**

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			No
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			0
Date of the event	-	Brief details of the event	-



**Annexure I  
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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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:	As on 30 <sup>th</sup> September, 2024, NTPC has six functional directors including the CMD, two Government Nominee Director and four Independent Directors, including one Woman Independent Director on the Board. Accordingly, the Company is short of 4 Independent Directors.  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, 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) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

**Annexure III**

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
5	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
6	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
Any other information to be provided			-	

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

**Annexure IV**

**Additional Half Yearly Disclosure**

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Not Applicable

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	-
Designation	-
Place	-
Date	

Signatory Details:

Name of signatory	Ritu Arora
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-10-2024