

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
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

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
1	Mr	Gurdeep Singh		00307037	Executive Director	Chairperson	CEO-MD	07-07-1965
2	Mr	Ashish Upadhyaya		06855349	Non-Executive - Non Independent Director	Not Applicable		24-09-1964
3	Mr	Piyush Singh		07492389	Non-Executive - Non Independent Director	Not Applicable		26-10-1976
4	Mr	Dillip Kumar Patel		08695490	Executive Director	Not Applicable		30-04-1964
5	Mr	Ramesh Babu V.		08736805	Executive Director	Not Applicable		07-01-1964
6	Mr	Ujjwal Kanti Bhattacharya		08734219	Executive Director	Not Applicable		01-12-1963
7	Mr	Jaikumar Srinivasan		01220828	Executive Director	Not Applicable		29-12-1966
8	Mr	Jitendra Jayantilal Tanna		09403346	Non-Executive - Independent Director	Not Applicable		31-08-1974
9	Mr	Vidyadhar Vaishampayan		02667949	Non-Executive - Independent Director	Not Applicable		15-08-1963
10	Mr	Vivek Gupta		08794502	Non-Executive - Independent Director	Not Applicable		10-03-1973
11	Ms	Sangitha Varier		09402812	Non-Executive - Independent Director	Not Applicable		02-05-1964
12	Mr	Shivam Srivastava		10141887	Executive Director	Not Applicable		29-12-1968

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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	NA		04-02-2016	28-09-2021			1	0	0	0		
2	NA		22-01-2020	24-09-2020			1	0	2	0		
3	NA		31-05-2022	30-08-2022			2	0	0	0		
4	NA		01-04-2020	28-09-2021			1	0	1	0		
5	NA		01-05-2020	24-09-2020			1	0	0	0		
6	NA		28-08-2020	24-09-2020			1	0	0	0		
7	NA		21-07-2022	30-08-2022			1	0	5	0		
8	NA		30-11-2021	30-08-2022		36	1	1	1	1		
9	NA		30-11-2021	30-08-2022		36	1	1	2	0		
10	NA		30-11-2021	30-08-2022		36	1	1	2	1		
11	NA		07-12-2021	30-08-2022		36	1	1	1	0		
12	NA		30-04-2023	30-08-2023			1	0	0	0		

Text Block

Textual Information(1)

As on 30th September, 2023, 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	21-07-2021		

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)

Ms. Sangeeta Kaushik, CGM appointed as member of the Committee w.e.f 13th March 2023 in place of Shri Animesh Jain

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	12-04-2023				Yes	11	11	4
2	06-05-2023		23		Yes	12	12	4
3	19-05-2023		12		Yes	12	12	4
4	24-06-2023		35		Yes	12	12	4
5		29-07-2023	34		Yes	12	12	4
6		16-08-2023	17		Yes	12	12	4
7		19-08-2023	2		Yes	12	12	4
8		29-08-2023	9		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	05-05-2023				Yes	5	5	4	0
2	Audit Committee	19-05-2023	13			Yes	5	5	4	0
3	Audit Committee	28-07-2023	69			Yes	5	5	4	0
4	Audit Committee	16-08-2023	18			Yes	5	5	4	0
5	Audit Committee	29-08-2023				Yes	5	5	4	0
6	Nomination and remuneration committee	30-04-2023				Yes	5	4	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	28-07-2023	88			Yes	5	5	4	0
8	Corporate Social Responsibility Committee	18-05-2023				Yes	5	5	3	0
9	Corporate Social Responsibility Committee	23-06-2023	35			Yes	5	5	3	0
10	Corporate Social Responsibility Committee	28-07-2023	34			Yes	5	5	3	0
11	Corporate Social Responsibility Committee	25-09-2023	58			Yes	5	5	3	0
12	Risk Management Committee	27-07-2023				Yes	3	3	1	1
13	Stakeholders Relationship Committee	19-05-2023				Yes	4	3	2	0

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	No	Being reviewed
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

Approval of Audit Committee is being obtained

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)

As on 30th September, 2023, 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

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	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

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

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

Not applicable in view of the note 1 (a) and (b) of Annexure-VI of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023.

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

Signatory Details

Name of signatory	Arun Kumar
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	19-10-2023

