

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	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Quarterly
Date of Quarter Ending	30-06-2025
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 during the quarter ended 30.06.2025
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 No tax disputes of amount exceeding material threshold limit i.e. Rs.1040.12 crore are pending before any tax authority/appellate authority/court. Therefore, there are no quarterly updates on ongoing tax litigations or disputes.
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	2	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	0			
8	Mr	Anil Kumar Jadli	Executive Director	Not Applicable		false				Active	NA		23-08-2024				1	0	1	1			
9	Mr	Anil Kumar Trigunayat	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-04-2025	17-04-2025		2.14	2	2	1	0			
10	Mr	Pankaj Gupta	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-05-2025	16-05-2025		1.16	1	1	1	1			
11	Mr	Anil Kumar Gupta	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-05-2025	16-05-2025		1.16	1	1	1	0			
12	Mr	Sushil Kumar Choudhary	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-05-2025	19-05-2025		1.13	1	1	1	0			
13	Mrs	K Ghayathri Devi	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-05-2025	19-05-2025		1.13	1	1	1	1			

Text Block

Textual Information(1)	As on 30th June 2025, NTPC had six Functional Directors including the CMD, two Government Nominee Directors and 5 Independent Directors on the Board. Accordingly, the Company is short of 3 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, 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).
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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 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. As a result, the Committees were reconstituted with available directors. Pursuant to the orders issued by the MoP, post appointment of one Independent Director on 17th April 2025, two Independent Directors on 16th May 2025 and two Independent Directors on 19th May 2025, the Company is short of 3 Independent Directors. All Sub committees of the Board have now been reconstituted in compliance with the statutory and other regulatory requirements.
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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	16-04-2025	Textual Information(1)
2	Mahabir Prasad	Non-Executive - Non Independent Director	Member	17-04-2025		
3	Ravindra Kumar	Executive Director	Member	30-11-2024	15-05-2025	
4	Shanmugha Sundaram Kothandapani	Executive Director	Member	30-11-2024	16-04-2025	
5	Anil Kumar Trigunayat	Non-Executive - Independent Director	Chairperson	17-04-2025	15-05-2025	Textual Information(2)
6	Anil Kumar Trigunayat	Non-Executive - Independent Director	Member	16-05-2025		
7	Pankaj Gupta	Non-Executive - Independent Director	Chairperson	16-05-2025		
8	Anil Kumar Gupta	Non-Executive - Independent Director	Member	16-05-2025		

Text Block

Textual Information(1)	Shri Mahabir Prasad was a Member of the Audit Committee since 14.08.2024. Post reconstitution of the Committee on 30.11.2024, he was appointed as the Chairman of the Committee. Further, Post reconstitution of the committee on 17.04.2025 and 16.05.2025, he has been appointed as a Member of the Committee.
Textual Information(2)	Shri Anil Kumar Trigunayat was appointed as the Chairman of the Audit Committee on 17.04.2025. Post reconstitution of the Committee on 16.05.2025, he was appointed as a Member 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	16-04-2025	Textual Information(1)
2	Mahabir Prasad	Non-Executive - Non Independent Director	Member	17-04-2025		
3	Jaikumar Srinivasan	Executive Director	Member	30-11-2024	16-04-2025	
4	Piyush Singh	Non-Executive - Non Independent Director	Member	30-11-2024	23-05-2025	
5	Anil Kumar Trigunayat	Non-Executive - Independent Director	Chairperson	17-04-2025		
6	Anil Kumar Gupta	Non-Executive - Independent Director	Member	24-05-2025		

Text Block

Textual Information(1)	Shri Mahabir Prasad was a Member of Nomination and Remuneration Committee since 14.08.2024. Post reconstitution of the Committee on 30.11.2024, he is appointed as the Chairman of the Committee. Further, Post reconstitution of the committee on 17.04.2025 and 24.05.2025, he has been appointed as a Member of the Committee.
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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	23-05-2025	Textual Information(1)
2	Mahabir Prasad	Non-Executive - Non Independent Director	Member	24-05-2025		
3	Jaikumar Srinivasan	Executive Director	Member	21-07-2022		
4	Shanmugha Sundaram Kothandapani	Executive Director	Member	30-11-2024	16-04-2025	
5	Anil Kumar Trigunayat	Non-Executive - Independent Director	Member	17-04-2025	23-05-2025	
6	K Ghayathri Devi	Non-Executive - Independent Director	Chairperson	24-05-2025		
7	Sushil Kumar Choudhary	Non-Executive - Independent Director	Member	24-05-2025		

Text Block

Textual Information(1)	Shri Mahabir Prasad was a Member of the Stakeholders Relationship Committee since 14.08.2024. Post reconstitution of the Committee on 30.11.2024, he is appointed as the Chairman of the Committee. Further, Post reconstitution of the committee on 24.05.2025, he has been appointed as a Member of the Committee.
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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	Shivam Srivastava	Executive Director	Member	30-11-2024		
3	Ravindra Kumar	Executive Director	Member	26-02-2024		
4	Sangeeta Kaushik	Chief Risk Officer	Member	09-09-2024		Textual Information(1)
5	Anil Kumar Trigunayat	Non-Executive - Independent Director	Member	17-04-2025	23-05-2025	
6	Sushil Kumar Choudhary	Non-Executive - Independent Director	Member	24-05-2025		
7	K Ghayathri Devi	Non-Executive - Independent Director	Member	24-05-2025		

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
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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	16-04-2025	
4	Anil Kumar Trigunayat	Non-Executive - Independent Director	Member	17-04-2025		
5	Pankaj Gupta	Non-Executive - Independent Director	Member	24-05-2025		

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	25-01-2025			false	8	8	0
2	01-03-2025	34		false	8	8	0
3	17-03-2025	15		false	8	8	0
4	02-05-2025			true	9	9	1
5	24-05-2025	21		true	13	13	5
6	21-06-2025	27		true	13	13	5

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 for the quarter ended 31st March 2025. Pursuant to the orders issued by the MoP, post appointment of one Independent Director on 17th April 2025, two Independent Directors on 16th May 2025 and two Independent Directors on 19th May 2025, the requirement of quorum for Board Meeting under Regulation 17(2A) of SEBI LODR Regulations was met for the quarter ended 30th June 2025

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	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	13-01-2025				false	3	3	0	0
2	Audit Committee	25-01-2025	11			false	3	3	0	0
3	Audit Committee	27-02-2025	32			false	3	3	0	0
4	Audit Committee	27-03-2025	27			false	3	3	0	0
5	Audit Committee	30-04-2025	33			false	3	3	1	0
6	Audit Committee	24-05-2025	23			true	4	4	3	0
7	Audit Committee	30-05-2025	5			true	4	4	3	0
8	Audit Committee	20-06-2025	20			true	4	4	3	0
9	Nomination and remuneration committee	01-03-2025				false	3	3	0	0
10	Stakeholders Relationship Committee	20-06-2025	110			true	4	4	2	0
11	Corporate Social Responsibility Committee	25-01-2025				true	3	3	0	0
12	Corporate Social Responsibility Committee	27-02-2025	32			true	3	3	0	0
13	Corporate Social Responsibility Committee	17-03-2025	17			true	3	3	0	0
14	Corporate Social Responsibility Committee	30-04-2025	43			true	3	3	1	0
15	Corporate Social Responsibility Committee	20-06-2025	50			true	4	4	2	0
16	Risk Management Committee	03-02-2025				true	3	2	0	1

Text Block

Textual Information(1)	<p>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. Post cessation of the Independent Directors, the composition of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee was not in compliance with SEBI LODR Regulations. The Committees were reconstituted with the available directors on the Board. Due to absence of Independent Directors, the quorum for Meeting of Audit Committee could not be met for meetings held upto 30th April 2025. Subsequently, pursuant to the orders issued by the MoP, post appointment of Independent Directors, all Sub committees of the Board have now been reconstituted in compliance with the statutory and other regulatory requirements. Quorum for the Meetings of all committees were met w.e.f. 24th May 2025.</p>
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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)	<p>Pt.1: As on 30th June 2025, NTPC had six Functional Directors including the CMD, two Government Nominee Directors and 5 Independent Directors on the Board. Accordingly, the Company is short of 3 Independent Directors. 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. Pt. 2, 3, 4, 5 & 7: 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. Post cessation of the Independent Directors, the composition of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee was not in compliance with SEBI LODR Regulations. The Committees were reconstituted with the available directors on the Board. Due to absence of Independent Directors, the quorum for Meeting of Audit Committee could not be met for meetings held upto 30th April 2025. Subsequently, pursuant to the orders issued by the MoP, post appointment of one Independent Directors all Sub committees of the Board have now been reconstituted in compliance with the statutory and other regulatory requirements. Quorum for the Meetings of all committees were met w.e.f. 24th May 2025. Period of Non- Compliance w.r.t. Constitution for committees are as below: Audit Committee: Upto 15th May 2025 Nomination & Remuneration Committee: Upto 23rd May 2025 Stakeholders Relationship Committee & Risk Management Committee: Upto 16th April 2025</p>
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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	25-07-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	216
No. of investor complaints disposed off during the Quarter	216
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	Assistant Commissioner, Commercial Tax, Satna	Levied Tax, Interest and Penalty for the period 2010-11	12-06-2025	VAT and Entry Tax Assessment	Levied Tax of Rs.40,33,104, Interest of Rs.335 and penalty of Rs.2000/-