



एनटीपीसी लिमिटेड  
(भारत सरकार का उद्यम)

**NTPC Limited**  
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01:SEC:LA:1

Dated: 30.05.2024

<b>General Manager</b> Department of Corporate Services BSE Limited Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 532555	<b>Manager</b> Listing Department National Stock Exchange of India Limited "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai -400 051 Scrip Code: NTPC
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**ISIN: INE733E01010**

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2024**

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circulars issued by SEBI and Stock Exchanges from time to time, we are attaching herewith the Annual Secretarial Compliance Report of the Company issued by M/s Amit Agrawal & Associates, Company Secretaries for the year ended March 31, 2024, for your information and record.

This will also be hosted on the Company's website at [www.ntpc.co.in](http://www.ntpc.co.in)

Thanking you,

Yours faithfully,

Ritu  
Arora

Digitally signed  
by Ritu Arora  
Date: 2024.05.30  
13:32:39 +05'30'

**(Ritu Arora)**  
**Company Secretary &  
Compliance Officer**

Encl.: As above

**Secretarial Compliance report of NTPC Limited for the year ended on  
31<sup>st</sup> March, 2024**

To,  
**NTPC Limited**  
NTPC Bhawan, Scope Complex, 7, Institutional Area  
Lodhi Road, New Delhi -110003  
CIN: L40101DL1975GOI007966

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **NTPC Limited** (hereinafter referred as the "listed entity"), having its Registered Office at NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi -110003, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **31<sup>st</sup> March, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**I have examined:**

- (a) all the documents and records made available to me, and explanation provided by NTPC Limited (the "listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and





## Amit Agrawal & Associates

(Company Secretaries)

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- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

**The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **Not applicable to the Company during the audit period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 **Not applicable to the Company during the audit period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014. **Not applicable to the Company during the audit period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2021;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018 and circulars/ guidelines issued there under.
- (k) The Securities and Exchange Board of India (Registrar to an issue and share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent of Securities issued.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:



S. N.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	In pursuance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 listed entity shall have the proper composition of independent director including women director	Regulation 17(1)	Non-compliance with the requirements pertaining to the composition of the Board	BSE & NSE	Fine	Non-compliance of regulation 17(1) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter from March, 2023 to December, 2023.	Rs. 43,07,000/- including GST	Non-compliance with the requirements pertaining to the composition of the Board	The Company had already written to its Administrative Ministry i.e., Ministry of Power for appointment of appropriate number of Independent Directors on its board. Company had filed a waiver application against the notices with a fine of Rs. 43,07,000/- received from Stock exchange for non-compliances	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. N.	Observations/ Remarks of the Practicing Company Secretary in the previous	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/ circulars /guidelines including	Details of Violations / deviations and actions taken / penalty imposed, if any	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity.

	reports		specific clause)	on the listed entity		
1	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Non-compliance with the requirements pertaining to the composition of the Board	In pursuance of Regulation 17(1) of SEBI (LODR), Regulation, 2015 listed entity shall have the proper composition of independent director including women director.	Non-compliance of regulation 17(1) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter from March, 2022 to December, 2022.  Further the stock exchange levied monetary fine of Rs. 21,53,500/- including GST	The Company had already written to its Administrative Ministry i.e., Ministry of Power for appointment of appropriate number of Independent Directors on its board.	The Company had already written to its Administrative Ministry i.e., Ministry of Power for appointment of appropriate number of Independent Directors on its board.



We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sl. No.	Particulars	Compliance status (Yes / No/ NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Secretarial Standard have generally been complied with by the company.
2.	<b>Adoption and timely updation of the Policies:</b>  All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes  Yes	
3.	<b>Maintenance and disclosures on Website:</b> The Listed entity is maintaining a functional website  Timely dissemination of the documents/ information under a separate section on the website  Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes  Yes  Yes	
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
	<b>To examine details related to Subsidiaries of</b>	Yes	



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5.	<b>listed entities:</b>  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015	Yes	
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	No	Ministry of Corporate Affairs (MCA) vide Notification dated 5 <sup>th</sup> June 2015 has exempted listed Govt. Companies from provisions of Section 134(3)(p) which requires mentioning the manner of formal evaluation of its own performance by the Board and that of its Committees and Individual Director in Board's Report, if directors are evaluated by the Ministry or Department of the Central Government which is administratively in charge of the company, or, as the case may be, the State Government as per its own evaluation methodology. In this regard, Department of
			Public Enterprise (DPE) has already laid down a mechanism for performance appraisal of





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			all functional directors. In case of Government Nominee Directors, their evaluation is done by the Ministry or Department of the Central Government which is administratively in charge of the company as per the procedure laid down by them. DPE has also initiated evaluation of Independent Directors. In view of above, the Company has not done evaluation of the Board, Independent Directors and the Committees.
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	N.A.	Prior approval of Audit Committee is being taken for Related Party Transactions.
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has proper software installed to maintain Structured Digital Database.
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>	Yes	The National Stock



	<p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>		<p>Exchange of India Limited (NSE) and BSE Limited (BSE) had issued notices for non-compliance of regulation 17(1) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarters from March, 2023 to December, 2023.</p>
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed and / or its material subsidiaries has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>	Yes	

Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

**Assumptions & Limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



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3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of SEBI (LODR) Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Date:** 16.05.2024  
**Place:** New Delhi

**For Amit Agrawal & Associates**  
(Company Secretaries)



**CS Amit Agrawal**  
Proprietor  
CP No. 3647, M.No.5311  
UDIN: F005311F000383251  
Peer Review No.:853/2020