

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	Half Yearly	
Date of Quarter Ending	30-09-2025	
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 30.09.2025
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?	false	Penalty below threshold limit which is required to be reported in Quarterly Integrated Filing (Governance) as per SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated 31.12.2024 in Table-D of Annexure-1 i.e. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY is NIL.
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.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false	Not applicable in view of the Note No. 1 (a) and (b) of Table F of Annexure-1 of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024.
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 C								
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	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
1	Mr	Gurdeep Singh	00307037	Executive Director	Chairperson	CEO-MD	false				Active	NA		04-02-2016	01-08-2025	
2	Mr	Piyush Singh	07492389	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-05-2022		
3	Mr	Jaikumar Srinivasan	01220828	Executive Director	Not Applicable		false				Active	NA		21-07-2022		
4	Mr	Shivam Srivastav	10141887	Executive Director	Not Applicable		false				Active	NA		30-04-2023		
5	Mr	Shanmugha Sundaram Kothandapani	10347322	Executive Director	Not Applicable		false				Active	NA		01-12-2023		
6	Mr	Ravindra Kumar	10523088	Executive Director	Not Applicable		false				Active	NA		26-02-2024		
7	Mr	Mahabir Prasad	07094229	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		14-08-2024		
8	Mr	Anil Kumar Jadli	10630150	Executive Director	Not Applicable		false				Active	NA		23-08-2024		
9	Mr	Anil Kumar Trigunayat	07900294	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-04-2025	17-04-2025	
10	Mr	Pankaj Gupta	03415536	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-05-2025	16-05-2025	
11	Mr	Anil Kumar Gupta	00442146	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-05-2025	16-05-2025	
12	Mr	Sushil Kumar Choudhary	11111980	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-05-2025	19-05-2025	
13	Mrs	K Ghayathri Devi	07584524	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-05-2025	19-05-2025	

Text Block

Textual Information(1)

As on 30th September 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).

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03415536	Pankaj Gupta	Non-Executive - Independent Director	Chairperson	16-05-2025		
2	07094229	Mahabir Prasad	Non-Executive - Non Independent Director	Member	17-04-2025		Textual Information(1)
3	07900294	Anil Kumar Trigunayat	Non-Executive - Independent Director	Member	16-05-2025		Textual Information(2)
4	00442146	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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07900294	Anil Kumar Trigunayat	Non-Executive - Independent Director	Chairperson	17-04-2025		
2	07094229	Mahabir Prasad	Non-Executive - Non Independent Director	Member	17-04-2025		Textual Information(1)
3	00442146	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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07584524	K Ghayathri Devi	Non-Executive - Independent Director	Chairperson	24-05-2025		
2	01220828	Jaikumar Srinivasan	Executive Director	Member	21-07-2022		
3	07094229	Mahabir Prasad	Non-Executive - Non Independent Director	Member	24-05-2025		Textual Information(1)
4	11111980	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	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	10141887	Shivam Srivastav	Executive Director	Member	30-11-2024		
3	10523088	Ravindra Kumar	Executive Director	Member	26-02-2024		
4	99999999	Sangeeta Kaushik	Chief Risk Officer	Member	09-09-2024		Textual Information(1)
5	11111980	Sushil Kumar Choudhary	Non-Executive - Independent Director	Member	24-05-2025		
6	07584524	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	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	29-08-2024		
2	10523088	Ravindra Kumar	Executive Director	Member	26-02-2024		
3	07900294	Anil Kumar Trigunayat	Non-Executive - Independent Director	Member	17-04-2025		
4	03415536	Pankaj Gupta	Non-Executive - Independent Director	Member	24-05-2025		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

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	02-05-2025			true	9	9	1
2	24-05-2025	21		true	13	13	5
3	21-06-2025	27		true	13	13	5
4	29-07-2025	37		true	13	12	5
5	28-08-2025	29		true	13	13	5
6	26-09-2025	28		true	13	13	5

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	30-04-2025				false	3	3	1	0
2	Audit Committee	24-05-2025	23			true	4	4	3	0
3	Audit Committee	30-05-2025	5			true	4	4	3	0
4	Audit Committee	20-06-2025	20			true	4	4	3	0
5	Audit Committee	29-07-2025	38			true	4	4	3	0
6	Audit Committee	28-08-2025	29			true	4	4	3	0
7	Audit Committee	26-09-2025	28			true	4	4	3	0
8	Nomination and remuneration committee	29-07-2025				true	3	3	2	0
9	Nomination and remuneration committee	19-09-2025	51			true	3	3	2	0
10	Stakeholders Relationship Committee	20-06-2025				true	4	4	2	0
11	Corporate Social Responsibility Committee	30-04-2025				true	3	3	1	0
12	Corporate Social Responsibility Committee	20-06-2025	50			true	4	4	2	0
13	Corporate Social Responsibility Committee	29-07-2025	38			true	4	4	2	0
14	Corporate Social Responsibility Committee	28-08-2025	29			true	4	4	2	0
15	Risk Management Committee	29-07-2025				true	5	5	2	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. 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

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	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
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)	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.	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 30th September 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).

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	
No records available	

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

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	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

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

Signatory Details

Name of signatory	Ritu Arora
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	25-10-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	186
No. of investor complaints disposed off during the Quarter	185
No. of investor complaints those remaining unresolved at the end of the Quarter	1

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

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
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				