



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

**NTPC Limited**

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

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

Dated: 26/5/2022

1. Listing Compliance  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai-400 051

2. Listing Compliance  
BSE Limited  
Floor 1, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

Sub.: Annual Secretarial Compliance Report for the year ended March 31,2022

Dear Sir,

This is with reference to SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019.

Please find enclosed herewith Secretarial Compliance Report of the Company for the year ended March 31, 2022, issued by CS Jitesh Gupta, Practicing Company Secretary, New Delhi.

This is in compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record please.

Thanking you.

Yours faithfully,  
For NTPC Limited

(Nandini Sarkar)  
Company Secretary

Delhi Office : 256 & 257, Vardhman City Center 2, Near Shakti Nagar Railway Under Bridge, Gulabi Bagh, Delhi- 110052 Tel: +91-11-23644449 / 11-23654449 / 11-23644447 / 9953887741

Noida Office : Unit No. 1005, Logix City center Office Tower , Plot No. BW-58, Sector -32 Gautum Buddha Nagar , Noida - 201301, U.P. Tel. : +91-0120-4254129 / 8076323207

**SECRETARIAL COMPLIANCE REPORT OF NTPC LIMITED,**  
**FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022**

We **J. K. Gupta & Associates** have examined:

- a) all the documents and records made available to us 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, 2022 ("**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
- b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder 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 thereunder, 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 Review Period**]
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [**Not applicable to the Company during the Review Period**]



*Handwritten signature/initials: J. K. Gupta*



- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable to the Company during the Review Period]**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not applicable to the Company during the Review Period]**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/guidelines issued thereunder;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- k) Other regulations as applicable and circulars/ guidelines issued thereunder;

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: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<i>Regulation 17(1)(a), 17(1)(b), 17(2A) of Securities and Exchange Board of India (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015.</i>	<i>Provisions pertaining to the Board Composition were not complied by the Company with respect to the following:  (a) Half of the Board is not Independent.</i>	<i>Regarding this matter, it was explained by the Company that on completion of the tenure of Dr. Bhim Singh and Dr. K.P.K. Pillay (Independent Directors of the Company), the Company did not have any Independent Director on the Board till 30<sup>th</sup> November</i>



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		<p>(b) Half of the Board was not non-Executive for a certain period.</p> <p>(c) There was no Independent Woman Director in the Company till Ms. Sangitha varier was appointed on the Board.</p> <p>(d) The required quorum was not present in the Board Meetings conducted after 16<sup>th</sup> July, 2021 till 30<sup>th</sup> November, 202, due to the absence of the Independent Director(s) on the Board of the Company.</p>	<p>2021. Further the Company also didn't have any Woman Independent Director on the Board of the Company.</p> <p>Since the appointment of Independent Directors in the Government Companies are made by the Concerned Administrative Department of Government of India, multiple requests/reminders were made by the Company to Ministry of Power for filing the vacant posts of Independent Directors and one woman Independent Director during the stipulated time.</p> <p>As a consequence of which four Independent Directors including one Woman Independent Director were appointed by the Government on the Board of the Company.</p> <p><b>Despite of the said appointment, the Company still does not have optimum Combination of Board and have a shortfall in the specified numbers of Independent Directors.</b></p> <p>However, the requirement of having at least one-woman Independent Director and presence of at least one Independent Director in the meetings of the Board as a part of the quorum was regularized.</p>
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