

(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, 5th 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

Nandin Sanke

(Nandini Sarkar) Company Secretary

## J. K. Gupta & Associates

(Company Secretaries)

Website - www.jkgupta.com

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## SECRETARIAL COMPLIANCE REPORT OF NTPC LIMITED, FOR THE YEAR ENDED 31st 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 31st 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
- 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]
- 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]

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- 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;
- 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.	Regulation17(1)(a).17(1)(b),17(2A) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.	Provisions pertaining to the Board Composition were not complied by the Company with respect to the following:	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
		(a) Half of the Board is not Independent.	have any Independent Director on the Board till 30 <sup>th</sup> November



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(b) Half of the Board was not non-Executive for a certain period.

(c) There was no Independent Woman Director in the Company till Ms. Sangitha varier was appointed on the Board.

(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.

2021. Further the Company also didn't have any Woman Independent Director on the Board of the Company.

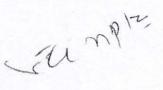
appointment of Since the the Independent Directors in Government Companies are made Concerned by the Administrative Department of Government of India, multiple requests/reminders were made by the Company to Ministry of Power for filing the vacant posts of Independent Directors and one woman Independent Director during the stipulated time.

As a consequence of which four Independent Directors including one Woman Independent Director were appointed by the Government on the Board of the Company.

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.

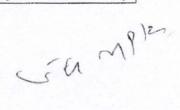
However, the requirement of having at least one-woman Independent Director and presence of at least one Independent Director in the meetings of the Board as a part of the quorum was regularized.





2.	Regulation 18, 19, 20 and 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	the Composition and constitution of the	
3.	Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The evaluation of Independent Directors has not done by the entire Board of Directors of the Company.	In compliance to the Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has not carried out the performance evaluation of the Independent Directors of the Company during the period under review, as Independent Directors are appointed by the Government of India.
4.	Regulation 19(4) read with Schedule II Part D (A) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015	/criteria were not	As the appointment of Directors are made by the Government of India and as informed by the Company, the evaluation of Directors is also made by the Government of India.
5.	Regulation 25(6) of the Securities and Exchange Board of India (Listing obligations and Disclosure	Provisions pertaining to independent directors were not complied, as on 31st March 2022, the posts of 2 Independent Director	On the matter, the Company has informed that since the appointment has to be made by the concerned administrative department of the Government of



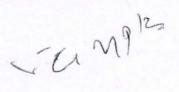


Requirements)	lying vacant were not	India, various	requests,
Regulations, 2015.	filed within 3 months from the date of vacancies.	reminders, intimations already been made ministry.	

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The Compliance with the provisions of Clause 6 (A) and 6 (B) of the Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India is not applicable since the Statutory Auditors were appointed by C&AG.
- d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange and Bombay Stock Exchange	Non-compliance with the provisions of Regulations 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Fine of Rs. 5,36,900/- has been imposed by both NSE and BSE through a letter/email dated 20th August 2021.	As power of appointment independent directors are vested with the Government of India and compliance was not within the powers of the Board of Directors, a request has been made to both the Stock Exchanges for waiver of the Penalty.
2.	National Stock Exchange and Bombay Stock Exchange	Non-compliance with the provisions of Regulations 17(1) and 17(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Imposition of fine of Rs. 5,90,000/- by both NSE and BSE through a letter/e-mail	As power of appointment independent directors are vested with the Government of India and compliance was not within the powers of the Board of





			dated 22 <sup>nd</sup> November, 2021	Directors, a request has been made to both the Stock Exchanges for waiver of the Penalty.
3.	National Stock Exchange and Bombay Stock Exchange	Non-compliance with the provisions of Regulations 17(1), 17(2A), 18(1), 19(1), 19(2), 20, 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Imposition of fine of Rs. 13,92,400/-by both NSE and BSE through a letter/e-mail dated 21 <sup>st</sup> February, 2022	As power of appointment independent directors are vested with the Government of India and compliance was not within the powers of the Board of Directors, a request has been made to both the Stock Exchanges for waiver of the Penalty.

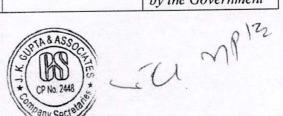
e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	the listed entity, if	Comments of the Practicing Company Secretary on the actions taken by the listed entity
I.	The Board of Directors does not consist of a Independent Woman Director in accordance with the Regulation 17 (1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.		As informed by the Company, the Company, the Company has communicated to the Government of India for appointment of Independent Women Director from time to time.  And as per the request of the Company, the Government of India	Company, the Company has communicated to the Government of India for appointment of Independent Women Director from time to time. And as per the request of the Company, the



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			has appointed a Woman Independent Director on the Board of the Company w.e.f. 7th day of December, 2021.	Woman Independent Director on the
2.	The Board of Directors does not have requisite number of Independent Directors on the Board of Company during the period 28th August, 2020 to 31st March, 2021 in compliance with the Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	31 <sup>st</sup> March, 2021	As informed, the listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the concerned ministry of Government of India.	As informed, the listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by concerned ministry of Government of India.
3.	The evaluation of Independent Directors has not been done by the entire Board of Directors in terms of Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.		No Action taken	As informed, the listed entity has not carried out the performance evaluation of the Independent Directors of the listed entity during the review period, as Independent Directors are appointed by the Government of India.
4.	The required policies/criteria were not formulated as mentioned	31st March, 2021	No Action taken	As appointment of Directors are made by the Government



in the Regulation 19(4)	of India,
read with Schedule II Part	accordingly,
D(A) of the Securities and	evaluation of
Exchange Board of India	Directors is done
(Listing Obligations and	by the Government
Disclosure Requirements)	of India
Regulations, 2015.	

Place: Noida

Date: 25.05.2022

For J. K. Gupta & Associates



Jitesh Gupta

(Company Secretary) FCS No.: 3978

C P No.: 2448

UDIN:- F003978D000387231