



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

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

Dated: 21/6/2021

Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra(E)
Mumbai-400 051

General Manager
Department of Corporate Services
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019
& SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021

Sub.: Annual Secretarial Compliance Report for the year ended March 31,2021

Dear Sir,

In terms of clause 3(b)(iii) of the above referred SEBI circular and further relaxation from the compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 virus pandemic vide circular dated 29th April 2021 , we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021, issued by CS Amit Kaushal, Practising Company Secretary.

This is for your information and record please.

Thanking you.

Yours faithfully,
For NTPC Limited

(Nandini Sarkar)
Company Secretary

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इंस्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, टेलीफोन नं.: 011-24387333, फैक्स नं.: 011-24361018, ईमेल: ntpccc@ntpc.co.in, वेबसाइट: www.ntpc.co.in

Registered Office : NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110003

Corporate Identification Number : L40101DL1975GOI007966, Telephone No.: 011-24387333, Fax No.: 011-24361018, E-mail : ntpccc@ntpc.co.in

Website : www.ntpc.co.in



Secretarial Compliance Report of
NTPC Limited
(for the year ended on 31st day of March, 2021)

We, A. Kaushal & Associates, a firm of practicing Company Secretaries, 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 BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred as **"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 day of March, 2021 (**"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;
- 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;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 the matters specified below:

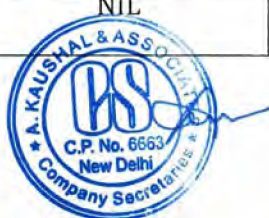
S. No.	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviation	Observations/Remarks of the Company Secretary
1.	Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors does not consist of a Independent Woman Director.	<p>The Board of Directors shall comprise of at least one independent woman director.</p> <p>The listed entity is a Government Company and the Directors including Independent Directors of the listed entity are appointed by the Government of India.</p> <p>As informed by the Company, Company has communicated to the Ministry of Power Government of India, being the Administrative Ministry, for appointment of Independent Women Director from time to time.</p>
2.	Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors does not have requisite number of Independent Directors on the Board of Company during the period 28 th August, 2020 to 31 st March, 2021.	<p>The Board of Directors of the Company is headed by the Executive Chairman. Accordingly, the number of Independent Directors should have been at least 50% of the Board Member.</p> <p>The listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India.</p>



3.	Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The evaluation of independent directors has not been done by the entire Board of Directors.	<p>The entire Board of Directors shall carry out the evaluation of Independent Directors.</p> <p>In compliance of Regulation 17 (10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, 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.</p>
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.	The required policies/ criteria were not formulated.	<p>The Nomination and Remuneration Committee should formulate the required policies/ criteria.</p> <p>Appointment of Directors are made by the Government of India and as informed by the Company, evaluation of Directors are done by the Government of India.</p>

- 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 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:

S. 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
N.A.	N.A.	NIL	NIL	None



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

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Board of Directors does not consist of a Woman Director and Independent Woman Director from 16 th November, 2019 to 31 st March, 2020 in terms of regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	31 st March, 2020	As informed by the Company, Company has communicated to the Government of India for appointment of Independent Women Director from time to time.	As informed by the Company, Company has communicated to the Government of India for appointment of Independent Women Director from time to time.
2.	The Board of Directors does not have requisite number of Independent Directors on the Board of Company from 1 st July, 2019 to 11 th July, 2019 in compliance of regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	31 st March, 2020	As informed, the listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the 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 the Government of India.
3.	The evaluation of independent directors has not been done by the entire Board of Directors in compliance of	31 st March, 2020	None	As informed, the listed entity has not carried out the performance evaluation of the Independent Directors of the



	regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.			listed entity during the review period, as Independent Directors are appointed by the Government of India.
4.	The required policies/ criteria were not formulated in terms of 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.	31 st March, 2020	None	<p>The Nomination and Remuneration Committee should formulate the required policies/ criteria.</p> <p>As informed, appointment of Directors is made by the Government of India and as informed by the Company, evaluation of Directors is done by the Government of India.</p>

For A. Kaushal & Associates
Company Secretaries



Place: New Delhi
Date: 21/06/2021

A. Kaushal

CS Amit Kaushal
Mem. No.: F6230
C. P. No.: 6663
UDIN: F006230C000490417