



# एनटीपीसी ग्रीन एनर्जी लिमिटेड

(एनटीपीसी लिमिटेड की सहायक कम्पनी)

## NTPC GREEN ENERGY LIMITED

(A Subsidiary of NTPC Limited)

Ref. No.: 01: SEC

Dated: 21.05.2026

<b>Listing Department</b> National Stock Exchange of India Limited "Exchange Plaza", Bandra-Kurla Complex Bandra (E), Mumbai -400 051 <b>Trading Symbol: NTPCGREEN</b>	<b>Listing Department</b> BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001 <b>Scrip Code: 544289</b>
--	---

### Sub.: - Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2026

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 Kumar Naresh Sinha & Associates, Company Secretaries for the year ended 31<sup>st</sup> March 2026, for your information and record.

We request you to kindly take the same on record.

Thanking you,  
Yours faithfully,

**For NTPC Green Energy Limited**

(Deepak C S)  
Company Secretary &  
Compliance Officer  
M. No. F5060

Encl.: As above

नेगम कार्यालय : एनटीपीसी ग्रीन एनर्जी लिमिटेड, नेत्रा कॉम्प्लेक्स, ई-3, उद्योग विहार फेज-2, ग्रेटर नोएडा, उत्तर प्रदेश - 201306  
Corp. Office : NTPC Green Energy Limited, NETRA Complex, E-3, Udyog Vihar Ph.-II, Greater Noida, UP-201306

पंजीकृत कार्यालय : एनटीपीसी भवन, कोर-7, स्कोप कॉम्प्लेक्स, 7, इंस्टीट्यूशनल एरिया, लोधी रोड, नई दिल्ली-110003  
Reg. Office : NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi - 110003

सीआईएन : L40100DL2022GOI396282 | टेलीफोन: 011-24360959 | ईमेल: ngel@ntpc.co.in | www.ngel.in  
CIN : L40100DL2022GOI396282 | Tel.: 011-24360959 | Email: ngel@ntpc.co.in | www.ngel.in

**Secretarial Compliance Report of**  
**NTPC Green Energy Limited (NGEL)**  
**for the financial year ended March 31, 2026**

We, **Kumar Naresh Sinha and Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **NTPC Green Energy Limited (NGEL)** ("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 report,

for the financial year ended **March 31, 2026** ("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; **[Not Applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period];**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Applicable to the extent of issuance of Non-Convertible Securities by the Company.]**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **[to the extent applicable]**
- (i) Securities and Exchange Board of India (Registrar to an issue and share Transfer Agents) Regulations 1993 **[Not applicable to the Company during the Review Period]**

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)	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.	Regulation 17(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 [‘SEBI (LODR) Regulations, 2015’]  The quorum for every meeting of the board of directors of the top 2000 listed entities shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.	Regulation 17(2A) of the SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to quorum of Board meetings.	BSE Limited and National Stock Exchange of India Limited (“BSE” and “NSE”, respectively).	Fine	Non-compliance with the requirements to have at least one Independent Director in the quorum of Board Meeting held on 10.05.2025.	NSE & BSE has levied monetary fine(s) for non-compliance with the requirement pertaining to the quorum of the Board meeting as per Regulation 17(2A) of SEBI (LODR), Regulations, 2015.  Details of fine amount is as under:  <b>Quarter ended June, 2025</b>  Fine of Rs. 11800/- (inclusive of GST @18%) by NSE & BSE each for one Board Meeting held on 10.05.2025.	NGEL is a Government Company and the Directors including the Independent Directors of the Listed entity are appointed by the Government of India. In absence of non-appointment of Independent directors, the listed entity could not comply with the provisions of Regulation 17(2A) of the SEBI (LODR) Regulations, 2015 during the period(s) indicated in the deviation’s column.	Pursuant to the Ministry of Power, Government of India order dated 8 May 2025, the existing Independent Directors—Shri Viveka Nand Paswan, Shri Bimal Chand Oswal, and Ms. Sajal Jha—ceased to hold office with effect from 8 May 2025. In their place, the following Independent Directors were appointed: a) Shri Deepak Babu b) Smt. Phalguni Patra c) Shri Brajesh Kumar Singh. A meeting of the Board of Directors was convened on 10 May 2025, inter alia, to induct the above-named Independent Directors on the Board of the Company. Upon completion of the applicable compliances under the Companies Act, 2013, their appointments became effective from 14 May 2025. Accordingly, no Independent Director was present at the Board meeting held on 10 May 2025. Further, the appointment of Independent Directors is beyond the control of the Company and same is being done by the President of India through Administrative Ministry i.e. Ministry of Power. Accordingly, from 14 May 2025 onwards, the Company has been in compliance with Regulation 17(2A) of the SEBI (LODR) Regulations.	None



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

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Details of Violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
-NIL-						



(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<b><u>Secretarial Standard:</u></b>  The compliances of the listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.  • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes  Yes	None  None
3.	<b><u>Maintenance and disclosures on Website:</u></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 redirects to the relevant document(s)/ section of the website.	Yes  Yes  Yes	None  None  None
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></b>  (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	Yes  Yes	NGEL has one material subsidiary company i.e. NTPC Renewable Energy Limited.



6.	<b><u>Preservation of Documents:</u></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	None
7.	<b><u>Performance Evaluation:</u></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.	Yes	NGEL has adopted Performance Evaluation Policy on 15 <sup>th</sup> January 2026 and the performance evaluation of the Board, Independent Directors and the Committees for FY 2025-26 was completed in Q-1 of FY 2026-27.
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (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.	Yes  NA	None  None
9.	<b><u>Disclosure of events or information:</u></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	None
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  <del>No action(s) has been 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)</del>		



	The action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	Mentioned in table (a) above.
12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) 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.	NA	There was no case of resignation of Statutory Auditor during the review period.
13.	<b><u>Additional non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

**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.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

Place: Noida

Date: 20.05.2026



For Kumar Naresh Sinha & Associates  
Company Secretaries

*(Signature)*  
CS Naresh Kumar Sinha  
(Proprietor)

FCS: 1807, CP No.: 14984  
PR: 6220/2024

FRN: S2015UP440500  
UDIN: F001807H000419400