Integrated Governance

NTPC GREEN ENERGY LIMITED

General information about company

Scrip code	544289	
NSE Symbol	NTPCGREEN	
MSEI Symbol	NOTLISTED	
ISIN	INE0ONG01011	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
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?	true	
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	All the orders (if any) levying penalty where the amount of penalty exceeds monetary threshold of Rs. 10,00,000/- have been intimated to Stock Exchange within 24 hours of its actual receipt. No penalty order where the amount of penalty is below monetary threshold of Rs. 10,00,000/- has been issued during the quarter ended on 31.03.2025.
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	Tax litigation outcome which may have an impact on NTPC Green Energy Limited (i.e. material) which is required to be reported is NIL as no tax dispute of amount exceeding material threshold limit are pending before any tax authority/appellate/court.
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	No loans/guarantees/comfort letters/securities has been advanced by NTPC Green Energy Limited to its promorter/promoter group/directors/KMPs
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	comn00579	
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	
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 Companies Act, 2013																	
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	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	GURDEEP SINGH	00307037	Executive Director	Chairperson related to Promoter	MD	false				Active	NA		09-09-2024				2	0	0	0			
2	Mr	JAIKUMAR SRINIVASAN	01220828	Executive Director	Not Applicable		false				Active	NA		09-08-2022				2	0	2	0			
3	Mr	SHANMUGHA SUNDARAM KOTHANDAPANI	10347322	Executive Director	Not Applicable		false				Active	NA		11-01-2024				2	0	4	0			
4	Mr	VIVEKA NAND PASWAN	09397615	Non-Executive - Independent Director	Not Applicable		false				Active	NA		05-11-2024	05-11-2024		4.26	1	1	2	1			
5	Mr	BIMAL CHAND OSWAL	03286483	Non-Executive - Independent Director	Not Applicable		false				Active	NA		05-11-2024	05-11-2024		4.26	1	1	1	1			
6	Mrs	SAJAL JHA	09402663	Non-Executive - Independent Director	Not Applicable		false				Active	NA		04-11-2024	04-11-2024		4.27	1	1	0	0			

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	03286483	BIMAL CHAND OSWAL	Non-Executive - Independent Director	Chairperson	05-11-2024		
2	09397615	VIVEKA NAND PASWAN	Non-Executive - Independent Director	Member	05-11-2024		
3	10347322	SHANMUGHA SUNDARAM KOTHANDAPANI	Executive Director	Member	04-11-2024		

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	09402663	SAJAL JHA	Non-Executive - Independent Director	Chairperson	04-11-2024		
2	09397615	VIVEKA NAND PASWAN	Non-Executive - Independent Director	Member	05-11-2024		
3	03286483	BIMAL CHAND OSWAL	Non-Executive - Independent Director	Member	05-11-2024		

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	09397615	VIVEKA NAND PASWAN	Non-Executive - Independent Director	Chairperson	05-11-2024		
2	01220828	JAIKUMAR SRINIVASAN	Executive Director	Member	04-11-2024		
3	10347322	SHANMUGHA SUNDARAM KOTHANDAPANI	Executive Director	Member	04-11-2024		

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	09-09-2024		
2	01220828	JAIKUMAR SRINIVASAN	Executive Director	Member	04-11-2024		
3	03286483	BIMAL CHAND OSWAL	Non-Executive - Independent Director	Member	05-11-2024		
4	99999999	Rajiv Gupta	Chief Executive Officer	Member	04-11-2024		Textual Information(1)

Text Block

Textual Information(1)	Shri Rajiv Gupta is Chief Executice Officer of the Company.

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	01220828	JAIKUMAR SRINIVASAN	Executive Director	Chairperson	09-09-2024		
2	10347322	SHANMUGHA SUNDARAM KOTHANDAPANI	Executive Director	Member	04-11-2024		
3	09397615	VIVEKA NAND PASWAN	Non-Executive - Independent Director	Member	05-11-2024		

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	30-10-2024			true	6	6	0
2	04-11-2024	4		true	3	3	0
3	11-11-2024	6		true	6	6	3
4	20-11-2024	8		true	6	5	2
5	23-11-2024	2		true	6	6	3
6	02-12-2024	8		true	6	6	3
7	19-12-2024	16		true	6	6	3
8	30-12-2024	10		true	6	6	3
9	25-01-2025	25		true	6	6	3
10	07-02-2025	12		true	6	6	3
11	01-03-2025	21		true	6	6	3
12	18-03-2025	16		true	6	6	3
13	26-03-2025	7		true	6	6	3

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
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	Reson 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	30-10-2024				true	3	3	0	0
2	Audit Committee	11-11-2024	11			true	3	3	2	0
3	Audit Committee	25-01-2025	74			true	3	3	2	0
4	Audit Committee	27-02-2025	32			true	3	3	2	0
5	Audit Committee	26-03-2025	26			true	3	3	2	0
6	Corporate Social Responsibility Committee	27-02-2025				true	3	3	1	0
7	Nomination and remuneration committee	04-11-2024				true	3	3	0	0
8	Nomination and remuneration committee	02-12-2024	27			true	3	3	3	0
9	Stakeholders Relationship Committee	27-03-2025				true	3	3	1	0
10	Risk Management Committee	27-03-2025				true	4	4	1	1

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	true
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:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Manish Kumar
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	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://www.ngel.in/page/introduction
1.2	Memorandum of Association and Articles of Association	Yes		https://www.ngel.in/page/compliances
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.ngel.in/directors
2	Terms and conditions of appointment of independent directors	Yes		https://www.ngel.in/page/policies
3	Composition of various committees of board of directors	Yes		https://www.ngel.in/page/composition-of-committees
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.ngel.in/page/policies
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.ngel.in/page/policies
6	Criteria of making payments to non-executive directors	Yes		https://www.ngel.in/page/policies
7	Policy on dealing with related party transactions	Yes		https://www.ngel.in/page/policies
8	Policy for determining 'material' subsidiaries	Yes		https://www.ngel.in/page/policies
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.ngel.in/page/familiarization-programme
10	Email address for grievance redressal and other relevant details	Yes		https://www.ngel.in/page/contact-us
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.ngel.in/page/contact-us
12	Financial results	Yes		https://www.ngel.in/page/financial-results
13	Shareholding pattern	Yes		https://www.ngel.in/page/share-holding-patterns
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.ngel.in/page/reports-and-publications
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.ngel.in/page/financial-results
20	Secretarial Compliance Report	NA		
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.ngel.in/page/policies
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.ngel.in/page/disclosure-under-regulation-46
23	Disclosures under regulation 30(8)	Yes		https://ngel.in/page/investors-updates
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.ngel.in/page/monitoring-agency
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://ngel.in/page/policies
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://ngel.in/page/annual-returns
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.ngel.in/page/disclosure-under-regulation-46
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.ngel.in/page/disclosure-under-regulation-46
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
	II. Annual Affirmations			
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	

48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
Any other information to be provided				

Annexure II

1	Name of signatory	Manish Kumar
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II

1	Name of signatory	Manish Kumar
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Manish Kumar
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	29-05-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	1
No. of investor complaints received during the Quarter	24
No. of investor complaints disposed off during the Quarter	25
No. of investor complaints those remaining unresolved at the end of the Quarter	0

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
1	NTPC UP Green Energy Limited	01-01-2025	0.00	51.00	51.00
2	NTPC RAJASTHAN Green Energy Limited	08-01-2025	0.00	74.00	74.00
3	AP NGEL Harit Amrit Limited	06-02-2025	0.00	50.00	50.00