

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	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2026	
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?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
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?	No	No acquisition of shares or voting rights in any unlisted companies was undertaken during quarter ended March 31, 2026.
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?	No	No imposition of fine or penalty is applicable to the entity during the quarter ended March 31, 2026.
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?	No	No Ongoing Tax Litigations or Disputes is Applicable to the entity during the quarter ended March 31, 2026.
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?	No	No Loans/Gaurantees/Confort Letters/Securities is applicable to the entity during the quarter ended on March 31, 2026.
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
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																								
Yes																								
Whether Chairperson is related to MD or CEO							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	No				Active	NA		09-09-2024				2	0	0	0			
2	Mr	JAIKUMAR SRINIVASAN	01220828	Executive Director	Not Applicable		No				Active	NA		09-08-2022				2	0	2	0			
3	Mr	SHANMUGHA SUNDARAM KOTHANDAPAN I	10347322	Executive Director	Not Applicable		No				Active	NA		11-01-2024				2	0	2	0			
4	Mr	BRAJESH KUMAR SINGH	11101010	Non-Executive - Independent Director	Not Applicable		No				Active	NA		14-05-2025	14-05-2025		10.18	1	1	1	1			
5	Mr	DEEPAK BABU	11100474	Non-Executive - Independent Director	Not Applicable		No				Active	NA		14-05-2025	14-05-2025		10.18	1	1	1	1			
6	Mrs	PHALGUNI PATRA	11099115	Non-Executive - Independent Director	Not Applicable		No				Active	NA		14-05-2025	14-05-2025		10.18	1	1	1	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							Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	11100474	DEEPAK BABU	Non-Executive - Independent Director	Chairperson	14-05-2025			
2	11101010	BRAJESH KUMAR SINGH	Non-Executive - Independent Director	Member	15-01-2026		Textual Information(1)	
3	11099115	PHALGUNI PATRA	Non-Executive - Independent Director	Member	14-05-2025			
4	10347322	SHANMUGHA SUNDARAM KOTHANDAPANI	Executive Director	Member	04-11-2024			

Text Block

Textual Information(1)

Shri Brajesh Kumar Singh, Independent Director was appointed as member of the Committee upon reconstitution of Audit Committee on 15.01.2026.

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	11099115	PHALGUNI PATRA	Non-Executive - Independent Director	Chairperson	14-05-2025		
2	11100474	DEEPAK BABU	Non-Executive - Independent Director	Member	14-05-2025		
3	11101010	BRAJESH KUMAR SINGH	Non-Executive - Independent Director	Member	14-05-2025		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	11101010	BRAJESH KUMAR SINGH	Non-Executive - Independent Director	Chairperson	14-05-2025		
2	10347322	SHANMUGHA SUNDARAM KOTHANDAPANI	Executive Director	Member	04-11-2024		
3	01220828	JAIKUMAR SRINIVASAN	Executive Director	Member	04-11-2024		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							Yes	
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	11099115	PHALGUNI PATRA	Non-Executive - Independent Director	Member	14-05-2025			
4	10848488	SARIT MAHESHWARI	CEO	Member	10-05-2025		Textual Information(1)	

Text Block

Textual Information(1)

Shri Sarit Maheshwari was appointed as CEO of the Company w.e.f 10/05/2025.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
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	11100474	DEEPAK BABU	Non-Executive - Independent Director	Member	14-05-2025		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

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	29-10-2025			Yes	6	6	3
2	06-11-2025	7		Yes	6	6	3
3	15-01-2026	69		Yes	6	6	3
4	29-01-2026	13		Yes	6	6	3
5	25-03-2026	54		Yes	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	Reason 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	29-10-2025				Yes	3	3	2	0
2	Audit Committee	06-11-2025	7			Yes	3	3	2	0
3	Audit Committee	15-01-2026	69			Yes	3	3	2	0
4	Audit Committee	29-01-2026	13			Yes	4	4	3	0
5	Audit Committee	25-03-2026	54			Yes	4	4	3	0
6	Nomination and remuneration committee	15-01-2026				Yes	3	3	3	0
7	Nomination and remuneration committee	25-03-2026	68			Yes	3	3	3	0
8	Stakeholders Relationship Committee	15-01-2026				Yes	3	3	1	0
9	Risk Management Committee	22-10-2025				Yes	4	4	1	1
10	Risk Management Committee	25-03-2026	153			Yes	4	4	1	1
11	Corporate Social Responsibility Committee	26-12-2025				Yes	3	3	1	0
12	Corporate Social Responsibility Committee	25-03-2026	88			Yes	3	3	1	0

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	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
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.	Yes
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.	Yes
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	Deepak C S
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	No
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	
No records available	

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/financial-results
18	Credit rating or revision in credit rating obtained	Yes		https://www.ngel.in/page/credit-ratings
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	Yes		https://www.ngel.in/page/secretarial-compliance-report
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://www.ngel.in/page/announcements
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/ngel-home
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
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)	No	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.
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
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	19(4)	Yes	

	Committee			
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)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
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	
	Confirmation with respect to appointment			

43	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	Deepak C S
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	Deepak C S
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Deepak C S
Designation of person	Company Secretary and Compliance Officer
Place	Greater Noida
Date	29-04-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
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
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				

