



**एनटीपीसी ग्रीन एनर्जी लिमिटेड**  
(एनटीपीसी लिमिटेड की सहायक कम्पनी)  
**NTPC GREEN ENERGY LIMITED**  
(A Subsidiary of NTPC Limited)

**Ref. No.:** 01: SEC  
**Dated:** 22.05.2025

**Listing Department**  
National Stock Exchange of India  
Limited  
"Exchange Plaza", Bandra-Kurla Complex  
Bandra (E) Mumbai –400 051  
**Scrip Code : NTPCGREEN**

**Listing Department**  
BSE Limited  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001  
**Scrip Code: 544289**

**Sub.: - Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2025**

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 A.K. RASTOGI & Associates, Company Secretaries for the year ended 31<sup>st</sup> March 2025, for your information and record.

Thank you,

Yours faithfully,

**For NTPC Green Energy Limited**

**(Manish Kumar)**  
**Company Secretary & Compliance Officer**

**नैगम 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



**A.K. RASTOGI & ASSOCIATES**  
Company Secretaries

**R-13/69, RAJ NAGAR**  
**GHAZIABAD-201002(U.P)**  
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**To,**  
**NTPC Green Energy Limited**  
**NTPC Bhawan, Core 7**  
**SCOPE Complex 7, Institutional Area**  
**Lodi Road ,**  
**New Delhi-110003**

**Sub: Secretarial Compliance Report of NTPC Green Energy Limited for  
the Financial Year ended on 31st March, 2025**

**Sirs,**

We have conducted the review of the compliances of the applicable statutory provisions and the adherence of good corporate governance practices by **NTPC Green Energy Limited** (hereinafter referred to as 'the Company' ) bearing CIN: **L40100DL2022GOI396282**, having its registered office at NTPC Bhawan Core -7 Scope Complex 7 Institutional Area, Lodi Road, New Delhi 110003, whose equity shares are listed on National Stock Exchange of India Limited (NSE) and BSE Limited for the purpose of issue of Annual Secretarial Compliance Report in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The company has issued equity shares to the public, which were listed on the stock exchanges on 27.11.2024, as such the report cover the period from 27.11.2024 to 31.03.2025 (hereinafter referred to as 'the Review Period') during the financial year ended on 31st March 2025.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and authorised representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the Company has, during the review period, complied with the statutory provisions listed hereunder and also that the Company has proper

Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by the Company;
- (b) the filings/ submissions made by the Company to the Stock Exchanges,
- (c) website of the Company;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the period ended 31<sup>st</sup> March, 2025 (“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 SEBI.

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, during the Review Period 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)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable)**
- (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;
- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(h) 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 Company 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 Advisory/ Clarification Fine/Show Cause Notice / Warning etc.	Details of Violation	Fine Amount (in Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The Company 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) (PCS)	Observations made in the secretarial compliance report for the year ended 31/03/2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the Company	Remedial actions, if any, taken by the Company	Comments of the PCS on the actions taken by the Company
NIL						

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

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<b>Secretarial Standards:</b>  The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Secretarial Standard have generally been Complied with by the Company.

2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	<p><b>Yes</b></p> <p><b>Yes</b></p>	<p><b>Policies are reviewed from time to time.</b></p>
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Company is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	<p><b>Yes</b></p> <p><b>Yes</b></p> <p><b>Yes</b></p>	<p><b>None</b></p> <p><b>None</b></p> <p><b>None</b></p>
4	<b>Disqualification of Director(s):</b>  None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	<p><b>Yes</b></p>	<p><b>None</b></p>
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	<p><b>Yes</b></p> <p><b>Yes</b></p>	<p><b>None</b></p> <p><b>None</b></p>
6	<b>Preservation of Documents:</b>  The Company 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.	<p><b>Yes</b></p>	<p><b>None</b></p>
7	<b>Performance Evaluation:</b>  The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial	<p><b>Yes</b></p>	<p>The Company was listed on 27th November 2024. Since company being a Government Company, all directors on the Board are appointed by the</p>



<b>11</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the Company/ 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)	<b>NA</b>	<b>None</b>
<b>12</b>	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b>  In case of Resignation of statutory auditors from the Company or of its material subsidiaries during the financial year. The Company and / or its material subsidiaries(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 LODR Regulations by listed entities.	<b>NA</b>	<b>Not applicable during the year under review</b>
<b>13</b>	<b>Additional Non-compliances, if any:</b>  No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	<b>No</b>	

### **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 Company.
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 Company.
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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ghaziabad**

**Date: 22.05.2025**

**For A.K. Rastogi & Associates**  
**Company Secretaries**  
**ICSI Unique code No P2025UP104900**  
**Peer Review Certificate No. 3322/2023**

Anil Kumar Rastogi  
Digitally signed by  
Anil Kumar Rastogi  
Date: 2025.05.22  
13:43:04 +05'30'

**(A.K. Rastogi)**  
**PARTNER**

**Mem. No.: F1748; COP No.: 22973**  
**UDIN: F001748G000406966**