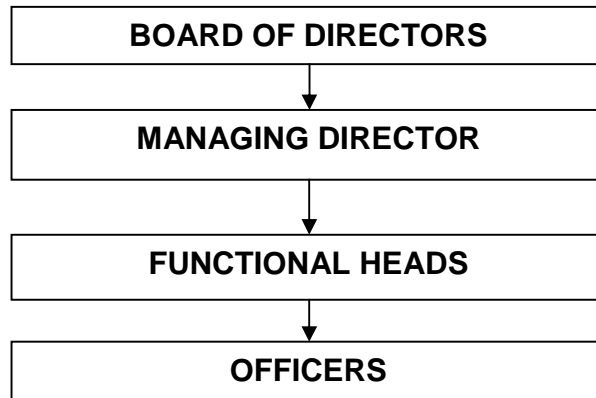


## **PROCEDURES FOLLOWED IN THE DECISION-MAKING PROCESS, INCLUDING CHANNELS OF SUPERVISION AND ACCOUNTABILITY**

The decision making process in the Company involves the following Channel:



The overall management of the Company rests with the Board of Directors of the Company, the highest decision making body of the Company.

The Board of Directors is accountable to the shareholders of the Company, which is the ultimate authority of a Company. 54.56% of the share capital is held by the Govt. of Kerala and 44.6% by NTPC Limited, therefore the Board of Directors of the Company is also accountable to Government of Kerala and NTPC Limited. As per the provisions of the Companies Act, 2013, certain matters require the approval of the shareholders of the Company in the Annual General Meeting.

The primary role of the Board is that of trusteeship to protect and enhance shareholder's value. The Board oversees the Company's strategic direction, reviews corporate performance, authorizes and monitors strategic decision, ensures regulatory compliance and safeguards interests of shareholders. The Board ensures that the Company is managed in a manner that fulfils stakeholders aspirations and societal expectations.

The day-to-day management of the Company is entrusted with the Managing Director who is supported by Functional Heads and other Officers and staff of the Company. For effective discharge of its functions, the Board of Directors has delegated substantial powers to the Managing Director. Other officers exercise their powers in consistent with the need of prompt, effective and efficient discharge of responsibilities entrusted to such a Functional Head/Officer. The Managing Director is accountable to the Board of Directors. Functional Heads are accountable to the Managing Director. The Officers are accountable to concerned Functional Heads.