

**A STATEMENT ON THE BOARDS, COUNCILS, COMMITTEES AND OTHER BODIES
CONSISTING OF TWO OR MORE PERSONS CONSTITUTED AS ITS PART OR FOR THE
PURPOSE OF ITS ADVICE, AND AS TO WHETHER MEETINGS OF THOSE BOARDS,
COUNCILS, COMMITTEES AND OTHER BODIES ARE OPEN TO THE PUBLIC, OR THE
MINUTES OF SUCH MEETINGS ARE ACCESSIBLE TO THE PUBLIC**

Meetings of the Boards, Committees and other bodies are not open to the Public or the minutes of such meetings are not made accessible for public as the nature of business of TELK is that of a strategic establishment.

Board of Directors:

The Management of the Company is vested with the Board of Directors. The present Board of Directors is as follows:

1	Shri.P.H.Kurian IAS, Principal Secretary, Industries Department, Secretariat, Government of Kerala, Thiruvananthapuram.	Chairman
2	Shri.K.S.Rajagopal, Additional Secretary, Industries Department, Secretariat, Government of Kerala, Thiruvananthapuram.	Director
3	Shri.Deepak Trehan, Transformers and Electricals Kerala Ltd., Angamally South P.O., Ernakulam District – 683 573.	Managing Director
4	Shri.M.P.Salim, Joint Secretary, Finance Department, Secretariat, Government of Kerala, Thiruvananthapuram.	Director
5	Shri.Sudhir Arya, Executive Director(Finance), NTPC Limited, NTPC Bhawan, Core – 7, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi – 110 003.	Director
6	Shri.A.K.Gupta, Executive Director(Engineering), NTPC Limited, NTPC Bhawan, Core – 7, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi – 110 003.	Director
7	Shri.U.P.Pani, Director(HR), NTPC Limited, NTPC Bhawan, Core – 7, Scope Complex, 7, Institutional Area, Lodhi Road, New Delhi – 110 003.	Technical Director
8	Shri.KMA Shukoor, Kannamparambil House, Kumbamkallu, Thodupuzha, Idukki.	Director
9	Shri.S.Venkadeeswaran, Q-53,Diamond District, Old Airport Road, Banglore – 560 008.	Independent Director
10	Shri.K.Manmathan Nair, Athira, 120, Sauhruda Nagar, Crash Road, Thrikkakara South, Kochi – 682 021.	Independent Director

Committees of the Board

Audit Committee

Audit Committee discharges the functions laid down in the Companies Act, 2013 apart from discharging those functions delegated by the Board of Directors from time to time. Audit Committee has been closely overseeing and monitoring the adequacy and effectiveness of internal control systems and procedures, and audit functions including follow-up and compliance of audit reports and interaction with the Auditors. Audit Committee acts as an effective tier to the Board in the matter of audit and internal control

systems, and offers useful suggestions in the conduct and management of the business of the Company. Company has adopted a Charter for the Audit Committee of the Board of Directors of the Company.

Composition of the Committee:

1. Non-Executive Director (Director representing Finance Department, Government of Kerala.)
2. Independent Director
3. Independent Director

There will be a special invitee to the Audit Committee. The position of “Special invitee” and “Member, Audit Committee” shall be changed on a yearly rotational basis amongst Government of Kerala and NTPC Limited.

Nomination & Remuneration Committee

Pursuant to Section 178 of the Companies Act, 2013, Company has constituted Nomination and Remuneration Committee with 4 members viz., Director representing Industries Department, Government of Kerala, Non-Executive Director and 2 Independent Directors.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board oversees redressal of shareholder and investor grievances, and, inter alia, approves sub-division / consolidation / issue of duplicate share certificates, transmission of shares and transfer of shares.

Composition of the Committee:

1. Non-Executive Director (Director representing Finance Department, Government of Kerala.)
2. Non-Executive Director (Director representing Finance Department, Government of Kerala.)
3. Managing Director

The meetings of the Board of Directors and Committees of the Board are not accessible for public. Similarly, the agenda papers and minutes books of the Board of Directors and Committees of the Board are not open for inspection of public.