

**43<sup>rd</sup> Annual General Meeting held on Monday, 23<sup>rd</sup> September, 2019**

**Declaration of Results of E-voting (including Remote e-voting) and Poll**

As per the provisions of the Companies Act, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) dated 2<sup>nd</sup> August, 2019. The e-voting was open from 09:00 AM on Friday, 20<sup>th</sup> September, 2019 to 05:00 PM on Sunday, 22<sup>nd</sup> September, 2019.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, at the 43<sup>rd</sup> AGM, voting was conducted by means of e-voting ("remote e voting") and poll at the AGM.

Shri Amit Kaushal of M/s. A. Kaushal & Associates, Practicing Company Secretary, was appointed as Scrutinizer by the Company for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes, received up to 05:00 PM on Sunday, 22<sup>nd</sup> September, 2019 and poll received till the conclusion of the meeting and submitted his report on 23<sup>rd</sup> September, 2019.



The consolidated Results, as per the Scrutinizers' Report dated 23<sup>rd</sup> September, 2019, are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
<b>Ordinary Business</b>						
1.	<p><b>Resolution No.1: Ordinary Resolution</b> To consider and adopt:</p> <p>a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller &amp; Auditor General of India; and</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, the Report of Auditors' thereon and Comments of the Comptroller &amp; Auditor General of India.</p>	9312771902	99.99998	1515	0.00002	NIL
2.	<p><b>Resolution No.2: Ordinary Resolution</b> To confirm the payment of interim dividend and declare final dividend for the financial year 2018-19.</p>	9313808041	99.99999	875	0.00001	NIL
3.	<p><b>Resolution No.3: Ordinary Resolution</b> To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.</p>	9047091148	97.13632	266717770	2.86368	NIL

*[Handwritten Signature]*

4.	<b>Resolution No.4: Ordinary Resolution</b> To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), who retires by rotation and being eligible, offers himself for re-appointment.	9079455070	97.48380	234353849	2.51620	NIL
5.	<b>Resolution No.5: Ordinary Resolution</b> To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2019-20	9132441501	98.05270	181367420	1.94730	NIL
<b>Special Business</b>						
6.	<b>Resolution No.6: Ordinary Resolution</b> To ratify the remuneration of the Cost Auditors for the financial year 2019-20	9313803343	99.99994	5428	0.00006	NIL
7.	<b>Resolution No.7: Special Resolution</b> To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company	9273781742	99.57024	40027173	0.42976	NIL
8.	<b>Resolution No. 8 : Special Resolution</b> To re-appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company	9239188592	99.19882	74620328	0.80118	NIL
9.	<b>Resolution No. 9: Special Resolution</b> To re-appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company	9273783835	99.57026	40025084	0.42974	NIL

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Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Notice of 43<sup>rd</sup> AGM have been duly approved by the shareholders with requisite majority.

Date: 23.09.2019  
Place: Faridabad

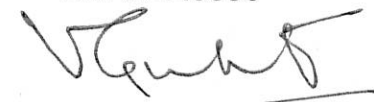
For NHPC Limited



(Balraj Joshi)

Chairman and Managing Director

DIN 07449990

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23/09/2019



**Scrutinizer's Report**

[Pursuant to section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014]

To  
**Mr. Balraj Joshi**  
**Chairman** of 43<sup>rd</sup> Annual General Meeting  
of **NHPC Limited**  
held on 23<sup>rd</sup> September, 2019  
At Jal Tarang Auditorium, NHPC Office Complex,  
Sector-33, Faridabad, Haryana - 121003

**Sub: Scrutinizer's Report on remote e-voting and Poll conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 43<sup>rd</sup> Annual General Meeting (AGM) of NHPC Limited held on Monday, 23<sup>rd</sup> September, 2019 at 11:00 A.M.**

Dear Sir,

Please refer to your letter dated 01<sup>st</sup> August, 2019 appointing us as Scrutinizer for the purpose of scrutinizing the physical ballot/electronic voting at venue of AGM and e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Rules, 2014.

I, **CS Amit Kaushal** of **A. Kaushal & Associates**, Company Secretaries, having office at A-62, Basement, Defence Colony, New Delhi- 110024, submit my report as under:

- I. As explained by the management, notice of the 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of NHPC Limited (CIN: L40101HR1975GOI032564) ("**the Company**") convened on Monday, 23<sup>rd</sup> September, 2019 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana- 121003 were sent to the members as required under Section 101 and 108 of the Companies Act, 2013.
- II. The Shareholders holding shares as on the "cut off" date i.e. 16<sup>th</sup> September, 2019, were entitled to vote on the resolutions as proposed in notice dated 2<sup>nd</sup> August, 2019.
- III. Detailed instructions relating to polls and remote e-voting facility along with login details were provided to the equity shareholders.



- IV. The Company has published the information relating to remote e-voting in the newspapers namely, Jansatta (Hindi Daily), Financial Express (English Daily) on 24<sup>th</sup> August, 2019.
- V. The remote e-voting period commenced on Friday, 20<sup>th</sup> September, 2019 (9:00 A.M. IST) and concluded on Sunday, 22<sup>nd</sup> September, 2019 (5:00 P.M. IST) for the purpose of Annual General Meeting held on 23<sup>rd</sup> September, 2019 at 11.00 AM.
- VI. The members had casted their votes through remote e-voting facility provided by M/s Karvy Fintech Private Limited ("KFPL" or "Karvy") on the designated website <https://evoting.karvy.com>.
- VII. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the Karvy on the designated website.
- VIII. After the time for closing of the poll by the chairman, 2 (Two) Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- IX. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Register and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- X. I did not find any poll papers invalid.
- XI. No members, who have used the facility of remote e-voting, have casted their vote at the Annual General Meeting of the Company.
- XII. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Annual General Meeting on Monday, 23<sup>rd</sup> September, 2019 in presence of 2 (two) witnesses Mr. Nishant Chauhan and Mr. Dharamender Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



**Mr. Nishant Chauhan**



**Mr. Dharamender Kumar**

- XIII. The e-voting data was scrutinized by me for verification of votes casted in favour and against the resolution.
- XIV. The result of voting (including remote e-voting) on the below mentioned resolutions are as under:



**1. To consider and adopt:**

- (a) The Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019, along with the Board's Report, the Report of the Auditors' thereon and comments of the Comptroller & Auditor General of India; and
- (b) The audited Consolidated Financial statement of the Company for the financial year ended March 31, 2019, the Report of the Auditors' thereon and comments of the Comptroller & Auditor General of India.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (a) & (b) (as Ordinary Resolution)	E-Voting	9312731344	99.99998	1515	0.00002	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9312771902</b>	<b>99.99998</b>	<b>1515</b>	<b>0.00002</b>	<b>NIL</b>

**2. To confirm the payment of interim dividend and declare final dividend for the financial year 2018-19.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	9313767483	99.99999	875	0.00001	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9313808041</b>	<b>99.99999</b>	<b>875</b>	<b>0.00001</b>	<b>NIL</b>



3. To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 3 (as Ordinary Resolution)	E-Voting	9047050590	97.13631	266717770	2.86369	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9047091148</b>	<b>97.13632</b>	<b>266717770</b>	<b>2.86368</b>	<b>NIL</b>

4. To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 4 (as Ordinary Resolution)	E-Voting	9079414512	97.48379	234353849	2.51621	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9079455070</b>	<b>97.48380</b>	<b>234353849</b>	<b>2.51620</b>	<b>NIL</b>

5. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2019-20.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 5 (as Ordinary Resolution)	E-Voting	9132400943	98.05270	181367420	1.94730	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9132441501</b>	<b>98.05270</b>	<b>181367420</b>	<b>1.94730</b>	<b>NIL</b>





**6. To ratify the remuneration of the Cost Auditors for the financial year 2019-20.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 6 (as Ordinary Resolution)	E-Voting	9313762785	99.99994	5428	0.00006	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9313803343</b>	<b>99.99994</b>	<b>5428</b>	<b>0.00006</b>	<b>NIL</b>

**7. To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 7 (as Special Resolution)	E-Voting	9273741184	99.57024	40027173	0.42976	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9273781742</b>	<b>99.57024</b>	<b>40027173</b>	<b>0.42976</b>	<b>NIL</b>

**8. To re-appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 8 (as Special Resolution)	E-Voting	9239148034	99.19882	74620328	0.80118	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>	<b>9239188592</b>	<b>99.19882</b>	<b>74620328</b>	<b>0.80118</b>	<b>NIL</b>



**9. To re-appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 9 (as Special Resolution)	E-Voting	9273743277	99.57026	40025084	0.42974	NIL
	Poll	40558	100	0	0	NIL
	<b>TOTAL</b>		<b>9273783835</b>	<b>99.57026</b>	<b>40025084</b>	<b>0.42974</b>

XV. The votes casted by the members of Company in favour of the resolutions no. 1 to 9 is more than the requisite majority, and therefore, the resolutions no. 1 to 9 are deemed to be passed. The Chairman may declare the result accordingly.

XVI. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

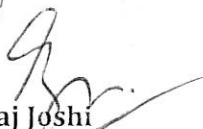
Thanking You,  
Yours faithfully,

For A. Kaushal & Associates  
Company Secretaries



CS Amit Kaushal  
Scrutinizer  
FCS No.: 6230  
CP No.: 6663

Place: Faridabad  
Date: 23/09/2019



Mr. Balraj Joshi  
Chairman of the Meeting  
Chairman & Managing Director  
NHPC Limited  
DIN: 07449990