

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: NHPC Limited

Quarter ending on: 30th September, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49(I)		
(A) Composition of Board	49 (IA)	NO	Pursuant to Result of AGM, two Independent Directors cease to be Directors of NHPC LTD. In this regard, a letter to Ministry of Power has been sent for taking necessary action.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	NO	Audit Committee is being re-constituted to make it in line with the Listing Agreement.
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	Except recommendations to the Board regarding appointment, re-appointment and, if required, replacement or removal of the statutory auditors and approval of appointment of CFO. Since NHPC is a government Company, so the appointment of Statutory Auditors and Directors are done by C&AG and President of India respectively.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		

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(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	


(VIJAY GUPTA)

Company Secretary and Compliance Officer

