

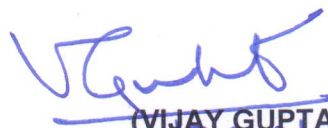
Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: NHPC Limited

Quarter ending on: 30th September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	No	NHPC Ltd is a Central Public Sector Enterprise (CPSEs). As per the Articles of Association (AOA) of the company, all the directors are to be appointed by President of India. Presently, the Company is not having any Independent Director since 23.09.2015(i.e. date of AGM). The matter regarding appointment of Independent Directors is continuously being pursued with Ministry of Power, Government of India in terms of AOA and MCA notification no. GSR 463(E) dated 5 th June 2015.
(B) Independent Directors	49 (IIB)	Yes	Being the CPSE, all the appointments are made by President of India. The Performance evaluation of Functional and Nominee Directors is being carried out by Appointing Authority. The policy for the formulation of performance evaluation criteria of Independent Directors is under process.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	No	Audit Committee shall be reconstituted as per the requirements on appointment of Independent Directors.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	As per section 139(7) read with section 143(5) of the Companies Act,

			2013, the appointment of Statutory Auditors is done by C&AG in the case of Government Companies.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	No	Nomination and Remuneration Committee shall be reconstituted as per the requirements on appointment of Independent Directors.
V. Subsidiary Companies	49 (V)	Yes	Independent Director in the only material subsidiary shall be appointed immediately on the appointment of same on the Board of NHPC by President of India.
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	


(VIJAY GUPTA)
 Company Secretary and Compliance Officer