

**Format to be submitted by listed entity on quarterly basis**

| 1. Name of Listed Entity             |                          | NHPC LIMITED          |   |  |  |  |   |  |
|--------------------------------------|--------------------------|-----------------------|---|--|--|--|---|--|
| 2. Quarter ending                    |                          | 31st December, 2015   |   |  |  |  |   |  |
| I. Composition of Board of Directors |                          |                       |   |  |  |  |   |  |
| Title                                | Name of the Director     | PAN\$ & DIN           | Category<br>(Chairperson/Executive/Non-Executive/independent/Nominee) & | Date of Appointment in the current term /cessation | Tenure*  | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.                                  | K.M. Singh               | ALCPS9164L & 02223301 | Chairperson/Executive   | 23/09/2015   | Till conclusion of next Annual General Meeting | 1) NHPC Ltd  | Nil   | Nil  |
| Mr.                                  | D.P. Bhargava            | AFAPB2083F & 01277269 | Executive   | 26/03/2009   | At Pleasure of President of India              | 1) PTC India Ltd<br>2) NHPC LTD  | Nil   | Nil  |
| Mr.                                  | R.S. Mina                | AAAPM4359C & 00149956 | Executive   | 28/04/2009   | At Pleasure of President of India              | 1) NHPC Ltd  | Nil   | Nil  |
| Mr.                                  | Jayant Kumar             | AEMPK2203B & 03010235 | Executive   | 26/05/2015   | At Pleasure of President of India              | 1) NHPC Ltd  | 1) NHPC Ltd- Stakeholder Relationship Committee   | Nil  |
| Mr.                                  | Aniruddha Kumar          | AAGPK9123Q & 07325440 | Nominee   | 28/10/2015   | At Pleasure of President of India              | 1) SJVN Ltd<br>2) NHPC Ltd   | 1) SJVN Ltd- Audit Committee<br>2) NHPC Ltd- Audit Committee  | Nil  |
| Ms.                                  | Krishna Tyagi            | AACPT4463E & 07230978 | Nominee   | 08/07/2015   | At Pleasure of President of India              | 1) NHPC Ltd  | Nil   | Nil  |
| Mr.                                  | Satya Prakash Mangal     | AADPA2375D & 01052952 | Non-Executive/Independent   | 26/11/2015   | Till conclusion of next Annual General Meeting | 1) Raunaq EPC International Ltd<br>2) NHPC Ltd   | 1) Raunaq EPC International Ltd- Audit Committee<br>2) NHPC Ltd- Audit Committee<br>3)NHPC Ltd-Stakeholder                            | Nil  |
| Mr.                                  | Farooq Khan              | ATLPK5787G & 07348921 | Non-Executive/Independent   | 26/11/2015   | Till conclusion of next Annual General Meeting | 1) NHPC Ltd  | 1) NHPC Ltd- Audit Committee  | Nil  |
| Ms.                                  | Prof. Kanika Tandon Bhal | AAAPB0798E & 06944916 | Non-Executive/Independent   | 26/11/2015   | Till conclusion of next Annual General Meeting | 1) IL&FS Engineering and Construction Company Ltd<br>2) NHPC Ltd   | 1) NHPC Ltd- Stakeholder Relationship Committee   | Nil  |
| Mr.                                  | Prof. Arun Kumar         | AAYPK3171A & 07346292 | Non-Executive/Independent   | 26/11/2015   | Till conclusion of next Annual General Meeting | 1) NHPC Ltd  | Nil   | Nil  |

\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee if a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees   |   |   |   |
|---|---|---|---|
| Name of Committee   | Name of Committee members                           | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |   |
| 1. Audit Committee  | 1. Shri Satya Prakash Mangal                        | Non-Executive/Independent   |   |
|   | 2. Shri Farooq Khan                                 | Non-Executive/Independent   |   |
|   | 3. Shri Aniruddha Kumar                             | Nominee   |   |
| 2. Nomination & Remuneration Committee  | 1. Prof. Kanika Tandon Bhal                         | Non-Executive/Independent   |   |
|   | 2. Smt. Krishna Tyagi                               | Nominee   |   |
|   | 3. Prof. Arun Kumar                                 | Non-Executive/Independent   |   |
| 3. Risk Management Committee(if applicable)   | 1. Shri Satya Prakash Mangal                        | Non-Executive/Independent   |   |
|   | 2. Shri. DP Bhargava                                | Executive   |   |
|   | 3. Prof. Arun Kumar                                 | Non-Executive/Independent   |   |
|   | 4. Prof. Kanika Tandon Bhal                         | Non-Executive-Independent   |   |
| 4. Stakeholders Relationship Committee'   | 1. Shri. Satya Prakash Mangal                       | Non-Executive/Independent   |   |
|   | 2. Prof. Kanika Tandon Bhal                         | Non-Executive/Independent   |   |
|   | 3. Shri Jayant Kumar                                | Executive   |   |
| & Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen.   |   |   |   |
| III. Meeting of Board of Directors  |   |   |   |
| Date(s) of Meeting (if any) in the previous quarter   | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days)           |   |
| 29th July, 2015   | 12th October, 2015                                  | 53 Days*  |   |
| 21st September, 2015  | 9th November, 2015                                  | 31 Days&  |   |
|   | 11th December, 2015                                 |   |   |
| * Maximum gap between any two consecutive in respect of previous quarter.   |   |   |   |
| & Maximum gap between any two consecutive in respect of relevant (current) quarter.   |   |   |   |
| IV. Meeting of Committees   |   |   |   |
| Date(s) of meeting of the committee in the relevant quarter   | Whether requirement of Quorum met (details)         | Date(s) of meeting of the committee in the previous quarter           | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee<br>9th November, 2015   | Yes   | 29th July, 2015   | 102   |
| Stakeholders Relationship Committee'<br>NIL   | NA  | 14th July, 2015   | NA  |
| Nomination & Remuneration Committee<br>NIL  | NA  | NA  | NA  |
| Risk Management Committee<br>23rd October, 2015   | Yes   | 24th July, 2015   | 90  |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.  |   |   |   |
| V. Related Party Transactions   |   |   |   |
| Subject   | Compliance status (Yes/No/NA)refer note below       |   |   |
| Whether prior approval of audit committee obtained  | Yes   |   |   |
| Whether shareholder approval obtained for material RPT  | NA  |   |   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | NA  |   |   |
| <b>Note</b>   |   |   |   |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A., For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |   |   |   |
| 2 If status is "No" details of non-compliance may be given here.  |   |   |   |

**VI. Affirmations**

1. The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. NHPC Ltd is CPSE Company and as per Article 34 of the Article of Association of the Company, the power to appoint Directors (Including Independent Directors) on the Board of the Company is vested in the President of India. The matter is regularly pursued with the administrative Ministry i.e. Ministry of Power.

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a. Audit Committee

b. Nomination & remuneration committee

c. Stakeholders relationship committee

d. Risk management committee (applicable to the top 100 listed entities)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 came into effect from 01.12.2015. Accordingly, report of the previous quarter was in accordance with Listing Agreement. The present report will be placed in the forthcoming meeting of the Board of Directors. Comments, if any of the Board will be intimated in the report of next quarter.

**Name & Designation**



(Vijay Gupta)

Company Secretary

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.