



एनएचपीसी लिमिटेड

(भारत सरकार का उद्यम)

NHPC Limited

(A Government of India Enterprise)

NH/CS/199

संदर्भ सं./Ref. No. _____

फोन/Phone : **12.04.2016**

दिनांक/Date : _____

Manager
The Listing Department,
BSE Ltd. (Designated Stock Exchange)
Pheroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 533098
Email: corp.relations@bseindia.com

General Manager
The Listing Department,
National Stock Exchange of India Ltd.
(Designated Stock Exchange)
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Scrip Code: NHPC EQ
Email: cmlist@nse.co.in

Scrip Code: 533098
ISIN No. INE848E01016

Sub: Corporate Governance Report for the quarter ended 31st March, 2016.

Sir,

Please find enclosed herewith Corporate Governance Report under regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2016.

This is for your record and information.

Thanking you,

Yours faithfully,

(Vijay Gupta)
Company Secretary

पंजीकृत कार्यालय : एन एच पी सी ऑफिस कॉम्प्लेक्स, सैक्टर-33, फरीदाबाद – 121003, हरियाणा

Regd. Office : NHPC Office Complex, Sector-33, Faridabad - 121 003, Haryana

CIN : L40101HR1975GOI032564; Website : www.nhpcindia.com; E-mail :

webmaster@nhpc.nic.in; Fax : 0129-2277941; EPABX No. : 0129-2588110/2588500

[Home](#)[Validate](#)**General information about company**

Scrip code	533098
Name of the entity	NHPC Limited
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Applicable

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I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory														
Is there any change in composition of board of directors compare to previous quarter														
Add Notes														
Sr (Mr/Ms)	Title	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Notes
1	Mr	K.M. Singh	AICPS9164L	02223301	Executive Director	Chairperson	MO	23-09-2015			1	0	0	
2	Mr	D.P. Bhargava	AFAPB2083F	01272769	Executive Director	Not Applicable		26-03-2009	31-03-2016		2	0	0	
3	Mr	R.S. Mina	AAAPMA4359C	00149556	Executive Director	Not Applicable		28-04-2009			1	0	0	
4	Mr	Jayant Kumar	AEMPK2038	03010235	Executive Director	Not Applicable		26-05-2015			1	1	0	
5	Mr	Aniruddha Kumar	AAAPK2038	07325440	Executive Director	Not Applicable		28-10-2015	29-02-2016		1	0	0	
6	Ms	Krishna Tyagi	AACTPA463E	07230978	Non-Executive - Nominee Director	Not Applicable		08-07-2015			1	0	0	
7	Mr	Satya Prakash Mangal	AAOPM375D	01059592	Non-Executive - Independent Director	Not Applicable		26-11-2015			1	0	0	
8	Mr	Farooq Khan	ATPKS787G	07346921	Non-Executive - Independent Director	Not Applicable		26-11-2015			1	0	0	
9	Ms	Prof. Kanika T Bhal	AAAPB0798E	06944916	Non-Executive - Independent Director	Not Applicable		26-11-2015			1	0	0	
10	Mr	Prof. Arun Kumar	AAAPK3171A	07346292	Non-Executive - Independent Director	Not Applicable		26-11-2015			1	0	0	
11	Mr	Rajish Kumar	AAAPK2177N	06857735	Executive Director	Not Applicable		06-01-2016			1	0	0	
12	Ms	Archana Agrawal	ADYPA4668G	02109906	Non-Executive - Nominee Director	Not Applicable		06-03-2016			1	0	0	

Note

15/04/2016

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7/10/16 (C.S)

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

Is there any change in composition of committees compare to previous quarter

Yes

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
Add Delete					
1	Audit Committee	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mr. Farooq Khan	Non-Executive - Independent Director	Member	
3	Audit Committee	Mr. Ratish Kumar	Executive Director	Member	
4	Nomination and remuneration committee	Ms. Kanika T. Bhal	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Ms. Krishna Tyagi	Non-Executive - Nominee Director	Member	
6	Nomination and remuneration committee	Prof. Arun Kumar	Non-Executive - Independent Director	Member	
7	Stakeholders Relationship Committee	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Ms. Kanika T. Bhal	Non-Executive - Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Mr. Jayant Kumar	Executive Director	Member	
10	Risk Management Committee	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Member	
11	Risk Management Committee	Prof. Arun Kumar	Non-Executive - Independent Director	Chairperson	
12	Risk Management Committee	Ms. Kanika T. Bhal	Non-Executive - Independent Director	Member	
13	Risk Management Committee	Mr. D.P. Bhargava	Executive Director	Member	
14	Corporate Social Responsibility Committee	Mr. Arun Kumar	Non-Executive - Independent Director	Chairperson	
15	Corporate Social Responsibility Committee	Mr. D.P. Bhargava	Executive Director	Member	
16	Corporate Social Responsibility Committee	Mr. Jayant Kumar	Executive Director	Member	

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V. Kumar


 T.O. (C.G.)
 V. Kumar

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Annexure 1		
III. Meeting of Board of Directors		
Disclosure of notes on meeting of board of directors explanatory		Add Notes
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
Add Delete		
1	12-10-2015	
2	09-11-2015	28
3	11-12-2015	32
4	10-02-2016	61
5	26-02-2016	16

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Annexure 1

IV. Meeting of Committees

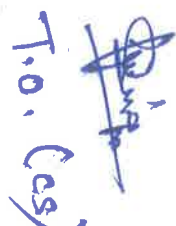
Disclosure of notes on meeting of committees explanatory					Add Notes	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
AddDelete						
1	Audit Committee	10-02-2016	Yes	All the members were present	09-11-2015	90
2	Audit Committee	18-03-2016	Yes	Yes, Two Independent Members out of total three mem		37
3	Nomination and remuneration committee	09-03-2016	Yes	All the members were present		322
4	Stakeholders Relationship Committee	14-01-2016	Yes	All the members were present		184
5	Risk Management Committee	09-03-2016	Yes	All the members were present	23-10-2015	136
6	Corporate Social Responsibility Committee	18-03-2016	Yes	All the members were present	11-12-2015	98

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Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes
9	Any other information to be provided	Add Notes

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Utpan Das
For (cs)

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status	If status is "No" details of non-compliance may be given here.
1	Details of business	Yes	http://www.nhpindia.com/about-overview.htm
2	Terms and conditions of appointment of independent directors	Yes	/pdf/TrnC-Appmtnt-%20Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes	/pdf/Comm_Directors110316.pdf
4	Code of conduct of board of directors and senior management personnel	Yes	http://www.nhpindia.com/code-of-conduct.htm
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	/pdf/wbp.pdf
6	Criteria of making payments to non-executive directors	Yes	/pdf/TrnC-Appmtnt-%20Independent-Directors.pdf
7	Policy on dealing with related party transactions	Yes	/pdf/Policy-Related-Party-Transaction.pdf
8	Policy for determining 'material' subsidiaries	Yes	/pdf/Policy-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	/pdf/FP-Indirectors2015-16.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.nhpindia.com/contactus.htm
11	email address for grievance redressal and other relevant details	Yes	http://www.nhpindia.com/financial-results.htm
12	Financial results	Yes	pattern.htm
13	Shareholding pattern	Yes	
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	New name and the old name of the listed entity	NA	
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		

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II. Annual Affirmations

Annexure II

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	No	Association of the Company, the power to appoint Directors (including
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	NA	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	
11	Performance Evaluation of Independent Directors	17(10)	No	Policy on performance evaluation of Independent Directors has been
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Any other information to be provided

Add Notes

S. Kumar

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Disclosure of notes on related party transactions

Add Notes

Disclosure of notes of material transaction with related party

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Vipendra
V. Shank
Prakash Tiwari

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Signatory Details	
Name of signatory	Vijay Gupta
Designation of person	Company Secretary
Place	Faridabad
Date	12-04-2016

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Vijay Gupta

V Gupta

~~Signature~~
T.O. (Cg)