

**General information about company**

Scrip code	533098
Name of the entity	NHPC LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)			
Is there any change in information of board of directors compare to previous quarter											Yes			
Sr	Title (Mr / Ms)	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 (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)	Notes
1	Mr	K.M Singh	ALCPS9164L	02223301	Executive Director	Chairperson	MD	23-09-2015			1	0	0	
2	Mr	R.S. Mina	AAAPM4359C	00149956	Executive Director	Not Applicable		28-04-2009	31-01-2017		0	0	0	
3	Mr	Jayant Kumar	AEMPK2203B	03010235	Executive Director	Not Applicable		26-05-2015	28-02-2017		0	0	0	
4	Ms	Krishna Tyagi	AACPT4463E	07230978	Non-Executive - Nominee Director	Not Applicable		08-07-2015			1	1	0	

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Sr	Title (Mr / Ms)	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 (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)	Notes
5	Mr	Satya Prakash Mangal	AADPA2375D	01052952	Non-Executive - Independent Director	Not Applicable		26-11-2015		16	2	4	2	Textual Information(2)
6	Ms	Prof. Kanika T. Bhal	AAAPB0798E	06944916	Non-Executive - Independent Director	Not Applicable		26-11-2015		16	1	2	1	
7	Mr	Prof. Arun Kumar	AAYPK3171A	07346292	Non-Executive - Independent Director	Not Applicable		26-11-2015		16	1	1	0	
8	Mr	Ratish Kumar	AAVPK2172N	06852735	Executive Director	Not Applicable		06-01-2016			1	0	0	

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Sr	Title (Mr / Ms)	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 (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)	Notes
9	Ms	Archana Agrawal	ADVPA4668G	02105906	Non-Executive - Nominee Director	Not Applicable		06-03-2016			2	0	0	
10	Mr	Balraj Joshi	AAYPJ6555B	07449990	Executive Director	Not Applicable		01-04-2016			1	0	0	
11	Mr	Nikhil Kumar Jain	AAQPJ4553P	05332456	Executive Director	Not Applicable		07-02-2017			1	0	0	
12	Mr	Mahesh Kumar Mittal	ABZPM9733G	02889021	Executive Director	Not Applicable		01-03-2017			2	0	0	

**Text Block**

Textual Information(1)	NHPC Ltd is a Government Company.As per the Articles of Association of the Company, the power to appoint Directors (Including Independent Directors) on the Board of the Company is vested with the President of India. The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The matter regarding appointment of independent Director against vacant positions i.e. four Independent Directors is being regularly pursued with the administrative Ministry i.e. Ministry of Power.
Textual Information(2)	Note Against Sl.No 5 Mr. Satya Prakash Mangal is chairman of Audit Committee of NHDC Limited which is a unlisted Public Limited Company.

**Annexure 1****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory				Textual Information(1)	
Is there any change in information 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
1	Audit Committee	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Prof. Arun Kumar	Non-Executive - Independent Director	Member	
3	Audit Committee	Prof. Kanika T.Bhal	Non-Executive - Independent Director	Member	
4	Audit Committee	Ms. Krishna Tyagi	Non-Executive - Nominee Director	Member	
5	Nomination and remuneration committee	Prof. Kanika T.Bhal	Non-Executive - Independent Director	Chairperson	
6	Nomination and remuneration committee	Ms. Krishna Tyagi	Non-Executive - Nominee Director	Member	
7	Nomination and remuneration committee	Prof. Arun Kumar	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Prof. Kanika T. Bhal	Non-Executive - Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Member	
10	Stakeholders Relationship Committee	Mr. Jayant Kumar	Executive Director	Member	

**Annexure 1****II. Composition of Committees**

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Risk Management Committee	Prof. Arun Kumar	Non-Executive - Independent Director	Chairperson	
12	Risk Management Committee	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Member	
13	Risk Management Committee	Prof Kanika T. Bhal	Non-Executive - Independent Director	Member	
14	Risk Management Committee	Mr Balraj Joshi	Executive Director	Member	
15	Risk Management Committee	Mr Ratish Kumar	Executive Director	Member	
16	Corporate Social Responsibility Committee	Prof Arun Kumar	Non-Executive - Independent Director	Chairperson	
17	Corporate Social Responsibility Committee	Mr Mahesh Kumar Mittal	Executive Director	Member	
18	Corporate Social Responsibility Committee	Mr Balraj Joshi	Executive Director	Member	

**Text Block**

Textual Information(1)

Note for serial No. 10.

The proposal for reconstitution of Stakeholders' Relationship Committee is under process due to retirement of Shri Jayant Kumar on attaining the age of superannuation.

General Note:

Details provided only for mandatory committees as per SEBI Circular No. CIR/CFD/CMD/5/2015 dated 24.09.2015 and CSR Committee applicable as per Companies Act, 2013.



**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-10-2016		
2	18-11-2016		34
3	22-12-2016		33
4		12-01-2017	20
5		07-02-2017	25
6		28-02-2017	20

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
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)	Name of other committee
1	Audit Committee	31-01-2017	Yes	Three members were present out of total four members.	17-11-2016	74	
2	Audit Committee	06-02-2017	Yes	Three members were present out of total four members.		5	
3	Nomination and remuneration committee	12-01-2017	Yes	All members were present	14-10-2016	89	
4	Risk Management Committee		Yes	All members were present	17-12-2016		
5	Corporate Social Responsibility Committee	06-01-2017	Yes	All members were present			
6	Corporate Social Responsibility Committee	21-03-2017	Yes	All members were present		73	

**Annexure 1**

**IV. Meeting of Committees**

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)	Name of other committee
7	Stakeholders Relationship Committee	12-01-2017	Yes	All members were present			

**Annexure 1**

**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	

## 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.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Text Block**

Textual Information(1)

Note Against Sl.no 1- Composition of Board of Directors  
NHPC Ltd is a Government Company.As per the Articles of Association of the Company, the power to appoint Directors (Including Independent Directors) on the Board of the Company is vested with the President of India. The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The matter regarding appointment of independent Director against vacant positions i.e. four Independent Directors is being regularly pursued with the administrative Ministry i.e. Ministry of Power.

Note for serial No. 4.  
The proposal for reconstitution of Stakeholders' Relationship Committee is under process due to retirement of Shri Jayant Kumar on attaining the age of superannuation.

Note Against Sl.No. 8- Report submitted in previous quarter has been placed before Board of Directors  
The Report of previous quarter ended 31.12.2016 has been placed in 403rd meeting of the Board of Directors held on 28.02.2017. The board has noted the report on corporate governance without any comment.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://nhpcindia.com/NewWebsite/Default.aspx?id=33&amp;lg=eng&amp;">http://nhpcindia.com/NewWebsite/Default.aspx?id=33&amp;lg=eng&amp;</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf">http://nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://nhpcindia.com/NewWebsite/committee-of-directors.htm">http://nhpcindia.com/NewWebsite/committee-of-directors.htm</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://nhpcindia.com/NewWebsite/code-of-conduct.htm">http://nhpcindia.com/NewWebsite/code-of-conduct.htm</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://nhpcindia.com/writereaddata/images/pdf/wbp.pdf">http://nhpcindia.com/writereaddata/images/pdf/wbp.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf">http://nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://nhpcindia.com/writereaddata/Images/pdf/Policy-Related-Party-Transaction.pdf">http://nhpcindia.com/writereaddata/Images/pdf/Policy-Related-Party-Transaction.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://nhpcindia.com/writereaddata/Images/pdf/Policy-Material-Subsidiary.pdf">http://nhpcindia.com/writereaddata/Images/pdf/Policy-Material-Subsidiary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://nhpcindia.com/writereaddata/Images/pdf/FP-InDirectors2016-17.pdf">http://nhpcindia.com/writereaddata/Images/pdf/FP-InDirectors2016-17.pdf</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://nhpcindia.com/NewWebsite/ContactUs.htm">http://nhpcindia.com/NewWebsite/ContactUs.htm</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://nhpcindia.com/NewWebsite/ContactUs.htm">http://nhpcindia.com/NewWebsite/ContactUs.htm</a>
12	Financial results	Yes		<a href="http://nhpcindia.com/NewWebsite/financial-results.htm">http://nhpcindia.com/NewWebsite/financial-results.htm</a>
13	Shareholding pattern	Yes		<a href="http://nhpcindia.com/NewWebsite/shareholding-pattern.htm">http://nhpcindia.com/NewWebsite/shareholding-pattern.htm</a>
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		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)



**Text Block**

Textual Information(1)

Note for Serial No. 6.  
Non Executive Directors of Company excluding Independent Directors are not receiving any remuneration from the Company.

## Annexure II

### II. Annual Affirmations

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	NHPC Ltd is a Government Company. As per the Articles of Association of the Company, the power to appoint Directors (Including Independent Directors) on the Board of the Company is vested with the President of India. The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The matter regarding appointment of independent Director against vacant positions i.e. four Independent Directors is being regularly pursued with the administrative Ministry i.e. Ministry of Power.
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)	Yes	
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)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
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	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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		Textual Information(1)	

**Text Block**

Textual Information(1)

Note for Serial No. 15

The proposal for reconstitution of Stakeholders' Relationship Committee is under process due to retirement of Mr. Jayant Kumar on attaining the age of superannuation.

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

<b>Signatory Details</b>	
Name of signatory	Mr. Vijay Gupta
Designation of person	Company Secretary
Place	Faridabad
Date	12-04-2017

