

<b>MSEI Symbol</b>	
Scrip code	533098
NSE Symbol	NHPC
MSEI Symbol	
ISIN	INE848E01016
Name of the entity	NHPC LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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 for not providing PAN	Notes for not providing DIN
1	Mr	Balraj Joshi	AAYPJ6555B	07449990	Executive Director	Chairperson	MD	22-09-2017			1	0	0		
2	Mr	Ratish Kumar	AAVPK2172N	06852735	Executive Director	Not Applicable		06-01-2016			1	0	0		
3	Mr	Nikhil Kumar Jain	AAQPJ4553P	05332456	Executive Director	Not Applicable		07-02-2017			1	0	0		
4	Mr	Mahesh Kumar Mittal	ABZPM9733G	02889021	Executive Director	Not Applicable		01-03-2017			2	1	0		

## Annexure I

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

#### I. Composition of Board of Directors

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 for not providing PAN	Notes for not providing DIN
5	Ms	Krishna Tyagi	AACPT4463E	07230978	Non-Executive - Nominee Director	Not Applicable		08-07-2015	01-01-2018		1	0	0		
6	Ms	Archana Agrawal	ADVPA4668G	02105906	Non-Executive - Nominee Director	Not Applicable		06-03-2016			2	0	0		
7	Mr	Satya Prakash Mangal	AADPA2375D	01052952	Non-Executive - Independent Director	Not Applicable		26-11-2015		28	1	2	2		
8	Ms	Prof. Kanika T. Bhal	AAAPB0798E	06944916	Non-Executive - Independent Director	Not Applicable		26-11-2015		28	1	2	0		

## Annexure I

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

#### I. Composition of Board of Directors

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 for not providing PAN	Notes for not providing DIN
9	Mr	Prof. Arun Kumar	AAYPK3171A	07346292	Non-Executive - Independent Director	Not Applicable		26-11-2015		28	1	1	0		
10	Mr	Jugal Kishore Mohapatra	AARPM3398N	03190289	Non-Executive - Independent Director	Not Applicable		07-10-2017		5	1	0	0		
11	Mr	Prof. Nalini Kant Jha	AAEPJ0158J	07950262	Non-Executive - Independent Director	Not Applicable		07-10-2017		5	1	1	0		
12	Mr	Bhagwat Prasad	AKYPP9584C	07941795	Non-Executive - Independent Director	Not Applicable		07-10-2017		5	1	2	0		

**Text Block**

Textual Information(1)

1. Ministry of Power vide its letter no. 9/1/2017-NHPC dated 16.01.2018 has extended the additional charge of the post of Director (Technical) to Shri Balraj Joshi, Chairman & Managing Director of the Company in addition to his own duties for a further period of 3months w.e.f. 23.12.2017 or till appointment of regular incumbent or untill further orders, which ever is the earliest.
2. Ministry of Power vide its letter no. 09/02/2017-NHPC dated 15.02.2018 has intimated that Ms. Krishna Tyagi, Chief Controller of Accounts (CCA) has been relieved from the Ministry w.e.f. 01.01.2018. Accordingly, Ms. Krishna Tyagi, Nominee Director ceased to a Director on the Board of the Company w.e.f. 01.01.2018. Ms. Krishna Tyagi is not a members on any board after ceasing to be director from NHPC Limited on 01.01.2018. However, the numbers of directorship in listed entity including this listed entity has been taken as 1(one) due to validation issue.
3. Mr. Satya Prakash Mangal is chairman of audit committee of NHDC Limited which is a unlisted public Limited company.
4. A meeting of Stakeholders Relationship Committee was held on 13.02.2018 on which Shri Bhagwat Prasad was in Chair for that Meeting.

**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

**Annexure 1 Text Block**

Textual Information(1)	<p>Stakeholders' Relationship Committee The Board of Directors of NHPC in its meeting held on 07.10.2017 has reconstituted the Stakeholders Relationship Committee. Since then a meeting of Stakeholders Relationship Committee has been held on 13.02.2018 in which Shri Bhagwat Prasad was in Chair for that Meeting. Chairman of the Committee was not elected as all members were not present in the aforesaid meeting.</p> <p>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.</p>
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<b>Audit Committee Details</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01052952	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Chairperson	
2	06944916	Prof. Kanika T . Bhal	Non-Executive - Independent Director	Member	
3	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Member	
4	07941795	Mr. Bhagwat Prasad	Non-Executive - Independent Director	Member	



<b>Nomination and remuneration committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	06944916	Prof. Kanika T . Bhal	Non-Executive - Independent Director	Member	
2	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Member	
3	03190289	Mr. Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	

<b>Stakeholders Relationship Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07950262	Prof. Nalini Kant Jha	Non-Executive - Independent Director	Member	
2	07941795	Mr. Bhagwat Prasad	Non-Executive - Independent Director	Member	
3	06944916	Prof. Kanika T . Bhal	Non-Executive - Independent Director	Member	
4	02889021	Mr. Mahesh Kumar Mittal	Executive Director	Member	

<b>Risk Management Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Member	
2	01052952	Mr. Satya Prakash Mangal	Non-Executive - Independent Director	Chairperson	
3	07950262	Prof. Nalini Kant Jha	Non-Executive - Independent Director	Member	
4	06852735	Mr. Ratish Kumar	Executive Director	Member	

<b>Corporate Social Responsibility Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Chairperson	
2	06852735	Mr. Ratish Kumar	Executive Director	Member	
3	05332456	Mr. Nikhil Kumar Jain	Executive Director	Member	
4	02889021	Mr. Mahesh Kumar Mittal	Executive Director	Member	

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**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	07-10-2017		
2	09-11-2017		32
3	21-12-2017		41
4		12-02-2018	52
5		28-03-2018	43

**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	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	12-02-2018	Yes		20-11-2017	83	
2	Audit Committee		Yes		08-11-2017		
3	Nomination and remuneration committee	28-03-2018	Yes		08-11-2017	139	
4	Stakeholders Relationship Committee	13-02-2018	Yes				
5	Risk Management Committee	28-03-2018	Yes				
6	Corporate Social Responsibility Committee	20-02-2018	Yes		07-12-2017	74	

**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	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	Corporate Social Responsibility Committee	28-03-2018	Yes				



**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	No	A related party transaction (RPT) has been entered with associate Company during the quarter for which approval of Board of Directors has been obtained. Prior approval of Audit Committee couldnot be obtained due to exigency of matter. Further as per RPT Policy of Company, if prior approval of the Audit Commitee for entering into RPT is not feasible, the same shall be ratified within 3 months of entering in the RPT in Audit Committee. Accordingly, the matter has been reported to Audit Committee.
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			Textual Information(1)

**Text Block**

Textual Information(1)

A related party transaction (RPT) has been entered with associate Company during the quarter for which approval of Board of Directors has been obtained. Prior approval of Audit Committee couldnot be obtained due to exigency of matter. Further as per RPT Policy of Company, if prior approval of the Audit Commitee for entering into RPT is not feasible, the same shall be ratified within 3 months of entering in the RPT in Audit Committee. Accordingly, the matter has been reported to Audit Committee.

**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	Yes
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)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Vijay Gupta
2	Designation	Company Secretary

**Text Block**

Textual Information(1)

Note against Sl.No. 8

Report submitted in previous quarter 31.12.2017 has been placed before meeting of the Board of Directors held on 12.02.2018. 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://www.nhpcindia.com/projects-overview.htm">http://www.nhpcindia.com/projects-overview.htm</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf">http://www.nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.nhpcindia.com/committee-of-directors.htm">http://www.nhpcindia.com/committee-of-directors.htm</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.nhpcindia.com/code-of-conduct.htm">http://www.nhpcindia.com/code-of-conduct.htm</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.nhpcindia.com/writereaddata/images/pdf/wbp.pdf">http://www.nhpcindia.com/writereaddata/images/pdf/wbp.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf">http://www.nhpcindia.com/writereaddata/Images/pdf/TnC-Apptmt-%20Independent-Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.nhpcindia.com/writereaddata/Images/pdf/Policy-Related-Party-Transaction.pdf">http://www.nhpcindia.com/writereaddata/Images/pdf/Policy-Related-Party-Transaction.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.nhpcindia.com/writereaddata/Images/pdf/Policy-Material-Subsidiary.pdf">http://www.nhpcindia.com/writereaddata/Images/pdf/Policy-Material-Subsidiary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.nhpcindia.com/writereaddata/Images/pdf/FProg-IndependentDirectors_IFA_201804_1.pdf">http://www.nhpcindia.com/writereaddata/Images/pdf/FProg-IndependentDirectors_IFA_201804_1.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://www.nhpcindia.com/ContactUs.htm">http://www.nhpcindia.com/ContactUs.htm</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.nhpcindia.com/ContactUs.htm">http://www.nhpcindia.com/ContactUs.htm</a>
12	Financial results	Yes		<a href="http://www.nhpcindia.com/financial-results.htm">http://www.nhpcindia.com/financial-results.htm</a>
13	Shareholding pattern	Yes		<a href="http://www.nhpcindia.com/shareholding-pattern.htm">http://www.nhpcindia.com/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		

**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)	Yes	
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)	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)	No	A related party transaction (RPT) has been entered with associate Company during the quarter for which approval of Board of Directors has been obtained. Prior approval of Audit Committee couldnot be obtained due to exigency of matter. Further as per RPT Policy of Company, if prior approval of the Audit Committee for entering into RPT is not feasible, the same shall be ratified within 3 months of entering in the RPT in Audit Committee. Accordingly, the matter has been reported to Audit Committee.
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 - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	
2	Designation	

**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	

**Annexure II**

1	Name of signatory	Vijay Gupta
2	Designation	Company Secretary

**Signatory Details**

Name of signatory	Vijay Gupta
Designation of person	Company Secretary
Place	Faridabad
Date	10-04-2018

