

**General information about company**

Scrip code	533098
NSE Symbol	NHPC
MSEI Symbol	
ISIN	INE848E01016
Name of the entity	NHPC Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Quarterly
Date of Report	31-12-2018
Risk management committee	Not 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			
Wether the listed entity has a Regular Chairperson												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 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**

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	Mr	Aniruddha Kumar	AAGPK9123Q	07325440	Non-Executive - Nominee Director	Not Applicable		30-07-2018			2	0	0		
6	Mr	Satya Prakash Mangal	AADPA2375D	01052952	Non-Executive - Independent Director	Not Applicable		26-11-2015		37	1	2	2		
7	Ms	Prof. Kanika T. Bhal	AAAPB0798E	06944916	Non-Executive - Independent Director	Not Applicable		26-11-2015		37	1	2	0		
8	Mr	Prof. Arun Kumar	AAYPK3171A	07346292	Non-Executive - Independent Director	Not Applicable		26-11-2015		37	1	1	0		

**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**

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	Jugal Kishore Mohapatra	AARPM3398N	03190289	Non-Executive - Independent Director	Not Applicable		07-10-2017		14	1	0	0		
10	Mr	Prof. Nalini Kant Jha	AAEPJ0158J	07950262	Non-Executive - Independent Director	Not Applicable		07-10-2017	05-11-2018	12	0	0	0		
11	Mr	Bhagwat Prasad	AKYPP9584C	07941795	Non-Executive - Independent Director	Not Applicable		07-10-2017		14	1	2	1		
12	Mr	Janardan Choudhary	AADPC5488P	07871968	Executive Director	Not Applicable		05-07-2018			1	0	0		

**Text Block**

Textual Information(1)

1. Independent Directors i.e. Prof. (Smt) Kanika T. Bhal , Prof. Arun Kumar and Shri Satya Prakash Mangal were ceased from the Directorship of the Company on 17-11-2018 consequent upon completion of their tenure. Further Ministry of Power vide its order no. 20/6/2017-Coord dated 22-11-2018 has reappointed above Independent Directors on the Board of NHPC Limited for a period of one year from the date of completion of their existing tenure. Accordingly, the Board of Directors has appointed them as Additional Directors of the Company w.e.f 18.11.2018.
2. Shri Nalini Kant Jha, Independent Director on the Board of NHPC Limited has passed away on November 05, 2018.
3. 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

**Annexure 1 Text Block**

Textual Information(1)	<p>All the Committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee has been reconstituted by the Board of Directors in its meeting held on 14-12-2018 in view of sad demise of Shri Nalini Kant Jha, Independent Director on 05.11.2018.</p> <p>Risk Mangement Committee: The Committee is not applicable as NHPC Limited is not in the list of top 100 listed entities (both NSE &amp; BSE), determined on the basis of market capitalization as on 31.03.2018.</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 Commiittee applicable as per the Companies Act, 2013.</p>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01052952	Shri Satya Prakash Mangal	Non-Executive - Independent Director	Chairperson	14-12-2018		
2	06944916	Prof. Kanika T. Bhal	Non-Executive - Independent Director	Member	14-12-2018		
3	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Member	14-12-2018		
4	07941795	Shri Bhagwat Prasad	Non-Executive - Independent Director	Member	14-12-2018		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03190289	Shri Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	14-12-2018		
2	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Member	14-12-2018		
3	06944916	Prof. Kanika T. Bhal	Non-Executive - Independent Director	Member	14-12-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06944916	Prof. Kanika T. Bhal	Non-Executive - Independent Director	Member	14-12-2018		
2	07941795	Shri Bhagwat Prasad	Non-Executive - Independent Director	Chairperson	14-12-2018		
3	02889021	Shri Mahesh Kumar Mittal	Executive Director	Member	14-12-2018		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Chairperson	14-12-2018		
2	06852735	Shri Ratish Kumar	Executive Director	Member	14-12-2018		
3	05332456	Shri Nikhil Kumar Jain	Executive Director	Member	14-12-2018		
4	02889021	Shri Mahesh Kumar Mittal	Executive Director	Member	14-12-2018		
5	07871968	Shri Janardan Choudhary	Executive Director	Member	14-12-2018		

<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	30-07-2018		
2	10-08-2018		10
3		30-10-2018	80
4		14-11-2018	14
5		14-12-2018	29

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	Name of other committee
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)		
1	Audit Committee	13-11-2018	Yes		30-07-2018	105		
2	Audit Committee		Yes		10-08-2018			
3	Audit Committee		Yes		31-08-2018			
4	Audit Committee		Yes		28-09-2018			
5	Nomination and remuneration committee	05-11-2018	Yes		10-08-2018	86		
6	Stakeholders Relationship Committee		Yes		27-09-2018			

**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	05-11-2018	Yes		31-08-2018	65	



**Text Block**

Textual Information(1)

Audit committee meeting held on 28.09.2018 was adjourned and the adjourned audit committee meeting was held on 08.10.2018.

**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	NA	
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)	NA
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.1

As on 31/12/2018, The composition of the Board of Directors is not in line with SEBI (LODR) Regulation, 2015 due to sad demise of one Independent Director i.e. Prof Nalini Kant Jha on 05.11.2018. Further, as per Article 34 of the Articles of Association of the Company read with MCA notification dated 5th June 2015, the power to appoint Directors (including Independent Directors) on the Board of the Company vest in the President of India. Accordingly, the matter regarding appointment of Independent Director is being pursued with the administrative Ministry i.e. Ministry of Power.

Note against Sl.No.8

Report submitted in previous quater 30.09.2018 has been placed before meeting of the Board of Directors held on 30.10.2018. The Board has noted the report on corporate governance without any comment.

**Signatory Details**

Name of signatory	Vijay Gupta
Designation of person	Company Secretary
Place	Faridabad
Date	08-01-2019

