

**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	Yearly
Date of Report	31-03-2019
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)			
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	1	0		
6	Mr	Satya Prakash Mangal	AADPA2375D	01052952	Non-Executive - Independent Director	Not Applicable		26-11-2015		40	1	2	2		
7	Ms	Prof. Kanika T. Bhal	AAAPB0798E	06944916	Non-Executive - Independent Director	Not Applicable		26-11-2015		40	1	2	0		
8	Mr	Prof. Arun Kumar	AAYPK3171A	07346292	Non-Executive - Independent Director	Not Applicable		26-11-2015		40	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		17	1	0	0		
10	Mr	Bhagwat Prasad	AKYPP9584C	07941795	Non-Executive - Independent Director	Not Applicable		07-10-2017		17	1	2	1		
11	Mr	Janardan Choudhary	AADPC5488P	07871968	Executive Director	Not Applicable		05-07-2018			1	0	0		

**Text Block**

Textual Information(1)

1. Mr. Satya Prakash Mangal is chairman of Audit Committee of M/s NHDC Limited which is an unlisted public Limited Company.

2. Mr. Aniruddha Kumar is memeber of Audit Committee of M/s Bhartiya Nabhikiya Vidyut Nigam Limited which is an unlisted public Limited Company.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)	<p>Risk Mangement Committee: The Committee is not applicable during the FY 2018-19 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		

Risk Management Committee							
Whether the Risk Management 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	07346292	Prof. Arun Kumar	Non-Executive - Independent Director	Member	14-12-2018		
3	06852735	Shri Ratish Kumar	Executive Director	Member	14-12-2018		
4	07871968	Shri Janardan Choudhary	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				Notes for not providing Date
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	30-10-2018			
2	14-11-2018		14	
3	14-12-2018		29	
4		21-01-2019	37	
5		08-02-2019	17	
6		15-03-2019	34	

**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	Reason for not providing date
1	Audit Committee	08-02-2019	Yes		13-11-2018	86		
2	Nomination and remuneration committee	09-02-2019	Yes		05-11-2018	95		
3	Corporate Social Responsibility Committee	28-03-2019	Yes		05-11-2018	142		
4	Risk Management Committee	06-03-2019	Yes		28-12-2018	67		

**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	The Board of Directors in its meeting held on 15.03.2019 has approved a RPT for issue of GOI Fully Serviced Bonds for an amount of Rs 2017.20 Crore. Accordingly, ex-post facto approval of Audit Committee has been obtained in its meeting held on 04.04.2019.
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	Yes	



**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 and Compliance Officer

**Text Block**

Textual Information(1)

Note against Sl.No.1

As on 31/03/2019, The composition of Board of Directors was not in line with SEBI (LODR) Regulation, 2015 due to 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 31.12.2018 has been placed before meeting of the Board of Directors held on 08.02.2019. 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/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</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/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
12	Financial results	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</a>
13	Shareholding pattern	Yes		<a href="http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;">http://www.nhpcindia.com/Default.aspx?id=413&amp;lg=eng&amp;</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)	No	As on 31.03.2019, The composition of Board of Directors was not in line with SEBI (LODR) Regulation, 2015 due to 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.
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)	NA	
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	The Board of Directors in its meeting held on 15.03.2019 has approved a RPT for issue of GOI Fully Serviced Bonds for an amount of Rs 2017.20 Crore. Accordingly, ex-post facto approval of Audit Committee has been obtained in its meeting held on 04.04.2019.
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)

Remarks for Point No. 29- Policy with respect to obligation of directors and senior management  
As per Reg 26(5), No senior management have disclosed to the Board of Directors relating to material, financial and commercial transactions, where they have personal interest that may have potential conflict of interest with interest of NHPC Limited.

**Annexure II**

1	Name of signatory	Shri Vijay Gupta
2	Designation	Company Secretary and Compliance Officer

**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	Shri Vijay Gupta
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Shri Vijay Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	12-04-2019

