

**General information about company**

Scrip code	533098
NSE Symbol	NHPC
MSEI Symbol	NOTLISTED
ISIN	INE848E01016
Name of the entity	NHPC Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

**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)						
Whether the listed entity has a Regular Chairperson														Yes						
Whether Chairperson is related to MD or CEO														No						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	21-12-1959	NA		01-04-2016		31-12-2019		1	0	0	0		
2	Mr	Ratish Kumar	AAVPK2172N	06852735	Executive Director	Not Applicable		08-12-1960	NA		06-01-2016				1	0	0	0		
3	Mr	Nikhil Kumar Jain	AAQPJ4553P	05332456	Executive Director	Not Applicable		28-03-1962	NA		07-02-2017				1	0	0	0		
4	Mr	Mahesh Kumar Mittal	ABZPM9733G	02889021	Executive Director	Not Applicable		11-09-1960	NA		01-03-2017				2	0	1	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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		31-08-1961	NA		30-07-2018			2	0	2	0			
6	Mr	Satya Prakash Mangal	AADPA2375D	01052952	Non-Executive - Independent Director	Not Applicable		15-05-1960	NA		26-11-2015	18-11-2018	17-11-2019	47	0	0	0	0		
7	Mrs	Prof. Kanika T. Bhal	AAAPB0798E	06944916	Non-Executive - Independent Director	Not Applicable		24-10-1964	NA		26-11-2015	18-11-2018	17-11-2019	47	0	0	0	0		
8	Mr	Prof. Arun Kumar	AAYPK3171A	07346292	Non-Executive - Independent Director	Not Applicable		13-06-1959	NA		26-11-2015	18-11-2018	17-11-2019	47	0	0	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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		12-02-1956	NA		07-10-2017			26	1	1	2	1		
10	Mr	Bhagwat Prasad	AKYPP9584C	07941795	Non-Executive - Independent Director	Not Applicable		12-07-1968	NA		07-10-2017			26	1	1	2	1		
11	Mr	Janardan Choudhary	AADPC5488P	07871968	Executive Director	Not Applicable		15-03-1960	NA		05-07-2018				1	0	0	0		

**Text Block**

Textual Information(1)

1. Shri Balraj Joshi ceased to be Chairman and Managing Director of NHPC w.e.f 31.12.2019 on attaining the age of superannuation. Ministry of Power vide its letter no. 9/1/2018-NHPC (Pt-II) dated 31.12.2019 has entrusted the additional charge of the post of CMD, NHPC to Shri Ratish Kumar, Director (Projects) w.e.f. 01.01.2020 till 31.03.2020 or till the date of appointment of a regular incumbent to the post or until further orders, whichever event occurs at the earliest.
2. Shri Aniruddha Kumar was appointed as Govt. Nominee Director on the Board w.e.f. 30.07.2018. Earlier he was Govt. Nominee Director on the Board during the period from 28.10.2015 to 29.02.2016 and 28.05.2018 to 18.07.2018.
3. Shri Satya Prakash Mangal, Prof. Kanika T. Bhal and Prof. Arun Kumar ceased to be Independent Directors on the Board of NHPC w.e.f 17.11.2019. Accordingly, their directorship/committee positions have been shown as "Zero" in last four columns. Further, tenure of Independent Directors has been considered in completed months.
4. Shri Aniruddha Kumar is a member of Audit Committee of M/s Bhartiya Nabhikiya Vidyut Nigam Limited which is an unlisted public Limited Company.

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

General Note:

1. Details provided only for mandatory committees as per SEBI Circular No. CIR/CFD/CMD/5/2015 dated 24.09.2015 and CSR Committee as per Companies Act, 2013.
2. All mentioned Board level Committees were reconstituted by the Board of Directors in its meeting held on 30.12.2019 except CSR Committee which was reconstituted through Circular Resolution passed on 27.11.2019.

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	07941795	Bhagwat Prasad	Non-Executive - Independent Director	Member	30-12-2019		
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	30-12-2019		
3	07325440	Aniruddha Kumar	Non-Executive - Nominee Director	Member	30-12-2019		

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	07941795	Bhagwat Prasad	Non-Executive - Independent Director	Member	30-12-2019		
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	30-12-2019		
3	07325440	Aniruddha Kumar	Non-Executive - Nominee Director	Member	30-12-2019		

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	07941795	Bhagwat Prasad	Non-Executive - Independent Director	Chairperson	30-12-2019		
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Member	30-12-2019		
3	02889021	Mahesh Kumar Mittal	Executive Director	Member	30-12-2019		

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	07941795	Bhagwat Prasad	Non-Executive - Independent Director	Member	30-12-2019		
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	30-12-2019		
3	06852735	Ratish Kumar	Executive Director	Member	30-12-2019		
4	07871968	Janardan Choudhary	Executive Director	Member	30-12-2019		

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	07941795	Bhagwat Prasad	Non-Executive - Independent Director	Chairperson	27-11-2019		
2	06852735	Ratish Kumar	Executive Director	Member	27-11-2019		
3	05332456	Nikhil Kumar Jain	Executive Director	Member	27-11-2019		
4	02889021	Mahesh Kumar Mittal	Executive Director	Member	27-11-2019		
5	07871968	Janardan Choudhary	Executive Director	Member	27-11-2019		

Other Committee						
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	29-07-2019				Yes	10	4
2	09-08-2019		10		Yes	9	4
3	17-09-2019		38		Yes	11	5
4		09-10-2019	21		Yes	10	4
5		11-11-2019	32		Yes	10	4
6		30-12-2019	48		Yes	8	2

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	19-07-2019				Yes	4	4
2	Audit Committee	09-08-2019	20			Yes	3	3
3	Audit Committee	17-09-2019	38			Yes	4	4
4	Audit Committee	11-11-2019	54			Yes	4	4
5	Stakeholders Relationship Committee	08-11-2019				Yes	2	1
6	Risk Management Committee	30-08-2019				Yes	4	2

**Annexure 1****IV. Meeting of Committees**

Sr	Name of Committee	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	06-09-2019				Yes	3	1
8	Corporate Social Responsibility Committee	14-11-2019	68			Yes	4	1
9	Corporate Social Responsibility Committee	30-12-2019	45			Yes	5	1

**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	Yes	

**Annexure 1**

<b>VI. Affirmations</b>		
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 500 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	Shri Vijay Gupta
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

Note against SL.No.1

As on 31.12.2019, the composition of Board of Directors was not in line with SEBI (LODR) Regulations, 2015 due to completion of tenure of three Independent Directors i.e. Shri Satya Prakash Mangal, Prof. Kanika T. Bhal & Prof. Arun Kumar on 17.11. 2019 and sad demise of Late. Prof. Nalini Kant Jha, Independent Director on 05.11.2018. 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 vests with the President of India. Accordingly, the matter regarding appointment of Independent Directors including Woman Director is being regularly pursued with the Administrative Ministry i.e. Ministry of Power.

Note against SL.No.8

Report submitted in previous quarter 30.09.2019 was placed before the Board in its meeting held on 11.11.2019. In the aforesaid meeting, the Board directed to appraise the vacant position of Independent Directors to Ministry of Power. Accordingly, a letter for the appointment of requisite number of Independent Directors on the Board of Company was forwarded to Ministry of Power on 25.11.2019.

<b>Signatory Details</b>	
Name of signatory	Shri Vijay Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	08-01-2020

