

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	Yearly
Date of Report	31-03-2020
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	Abhay Kumar Singh	ACYPS5506P	08646003	Executive Director	Chairperson	MD	08-08-1962	NA		24-02-2020				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	Jugal Kishore Mohapatra	AARPM3398N	03190289	Non-Executive - Independent Director	Not Applicable		12-02-1956	NA		07-10-2017			29	1	1	3	2		
7	Mr	Bhagwat Prasad	AKYPP9584C	07941795	Non-Executive - Independent Director	Not Applicable		12-07-1968	NA		07-10-2017			29	1	1	2	1		
8	Mr	Janardan Choudhary	AADPC5488P	07871968	Executive Director	Not Applicable		15-03-1960	NA		05-07-2018		31-03-2020		1	0	0	0		

Text Block	
Textual Information(1)	<p>1. In pursuant to Ministry of Power letter no. 9/1/2018-NHPC dated 24.02.2020, Shri Abhay Kumar Singh (DIN 08646003) has assumed the charge of Chairman and Managing Director of the Company w.e.f. 24.02.2020 till the date of his superannuation i.e. 31.08.2022, or until further orders, whichever is earlier. Earlier, Shri Ratish Kumar (DIN 06852735) was holding additional charge of the post of Chairman & Managing Director in addition to his duties as Director (Projects) from 01.01.2020 to 24.02.2020.</p> <p>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.</p> <p>3. Shri Aniruddha Kumar is a member of Audit Committee of M/s Bhartiya Nabhikiya Vidyut Nigam Limited which is an unlisted public Limited Company.</p> <p>4. Shri Jugal Kishore Mohapatra is a Chairman of Audit Committee of M/s NHDC Limited which is an unlisted public Limited Company.</p>

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

Annexure 1 Text Block	
Textual Information(1)	<p>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.</p> <p>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.</p>

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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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	09-10-2019				Yes	10	4
2	11-11-2019		32		Yes	10	4
3	30-12-2019		48		Yes	8	2
4		07-02-2020	38		Yes	7	2
5		24-02-2020	16		Yes	4	1
6		14-03-2020	18		Yes	8	2

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								No. of Independent Directors attending the meeting*
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*	
1	Audit Committee	11-11-2019				Yes	4	4
2	Audit Committee	07-02-2020	87			Yes	3	2
3	Stakeholders Relationship Committee	08-11-2019				Yes	2	1
4	Stakeholders Relationship Committee	06-03-2020	118			Yes	3	2
5	Nomination and remuneration committee	07-02-2020				Yes	2	2
6	Corporate Social Responsibility Committee	14-11-2019				Yes	4	1

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	30-12-2019	45			Yes	5	1
8	Corporate Social Responsibility Committee	06-03-2020	66			Yes	4	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		
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 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)	<p>Note against Sl.No.1 As on 31.03.2020, 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.</p> <p>Note against Sl.No.8 Report submitted in previous quarter 31.12.2019 was placed before the Board in its meeting held on 07.02.2020. In the aforesaid meeting, the Board directed that Department of Public Enterprises (DPE) be requested to appoint Independent Directors on the board of Company. Accordingly, a letter for the appointment of requisite number of Independent Directors on the Board of Company was forwarded to DPE on 11.03.2020.</p>

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		www.nhpcindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.nhpcindia.com
3	Composition of various committees of board of directors	Yes		www.nhpcindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.nhpcindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.nhpcindia.com
6	Criteria of making payments to non-executive directors	Yes		www.nhpcindia.com
7	Policy on dealing with related party transactions	Yes		www.nhpcindia.com
8	Policy for determining 'material' subsidiaries	Yes		www.nhpcindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.nhpcindia.com

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		www.nhpcindia.com
11	email address for grievance redressal and other relevant details	Yes		www.nhpcindia.com
12	Financial results	Yes		www.nhpcindia.com
13	Shareholding pattern	Yes		www.nhpcindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.nhpcindia.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.nhpcindia.com
18	Credit rating or revision in credit rating obtained	Yes		www.nhpcindia.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.nhpcindia.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nhpcindia.com
21	Materiality Policy as per Regulation 30	Yes		www.nhpcindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.nhpcindia.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.nhpcindia.com

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), 17(1A) & 17(1B)	No	As on 31.03.2020, 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.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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)	<p>Note against point no. 1 for Regulation 25(6): Please refer remarks/details as provided under point no.2 for "Board Composition" under Regulation 17 (1),17(1A) and 17(1B).</p> <p>Note against point no. 6 for Regulation 17(4): As per Article 34 of Article of Association of Company read with MCA notification 05.06.2015, the power to appoint Directors (including Independent Directors) on the Board of the Company vests with the President of India. Further, senior management personnel of Company are being appointed as per mechanism provided under relevant Department of Public Enterprises (DPE) Guidelines.</p>

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

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
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	11-05-2020

