

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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
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)						
Wether 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		30-09-2020		2	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
5	Mr	Jugal Kishore Mohapatra	AARPM3398N	03190289	Non-Executive - Independent Director	Not Applicable		12-02-1956	NA		07-10-2017		07-09-2020	35	0	0	0	0		
6	Mr	Bhagwat Prasad	AKYPP9584C	07941795	Non-Executive - Independent Director	Not Applicable		12-07-1968	NA		07-10-2017		07-09-2020	35	0	0	0	0		
7	Mr	Yamuna Kumar Chaubey	ADFPC9668J	08492346	Executive Director	Not Applicable		16-05-1963	NA		01-04-2020				1	0	0	0		
8	Mr	Tanmay Kumar	ACRPK7796A	02574098	Non-Executive - Nominee Director	Not Applicable		27-09-1966	NA		11-06-2020				3	0	0	0		

Text Block

Textual Information(1)

1. Shri Mahesh Kumar Mittal (DIN 02889021) ceased to be Director (Finance) of Company w.e.f. 30.09.2020 consequent upon attaining the age of superannuation.
2. Shri Jugal Kishore Mohapatra and Shri Bhagwat Prasad ceased to be Independent Directors of Company consequent upon completion of their tenure on 07.09.2020. Accordingly, their directorship and committee positions as on 30.09.2020 have been shown as NIL.
3. The Board of Directors has not reconstituted its mandatory committees after completion of tenure of remaining 2 independent directors on 07.09.2020.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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Annexure 1 Text Block

Textual Information(1)

The Board of Directors has not reconstituted its mandatory committees consequent upon completion of tenure of remaining 2 independent directors on 07.09.2020.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
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	17-06-2020	07-09-2020	
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	17-06-2020	07-09-2020	
3	02574098	Tanmay Kumar	Non-Executive - Nominee Director	Member	17-06-2020	07-09-2020	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
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	17-06-2020	07-09-2020	
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	17-06-2020	07-09-2020	
3	02574098	Tanmay Kumar	Non-Executive - Nominee Director	Member	17-06-2020	07-09-2020	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					No		
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	07-09-2020	
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Member	30-12-2019	07-09-2020	
3	02889021	Mahesh Kumar Mittal	Executive Director	Member	30-12-2019	07-09-2020	

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
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	07-09-2020	
2	03190289	Jugal Kishore Mohapatra	Non-Executive - Independent Director	Chairperson	30-12-2019	07-09-2020	
3	06852735	Ratish Kumar	Executive Director	Member	30-12-2019	07-09-2020	
4	08492346	Yamuna Kumar Chaubey	Executive Director	Member	01-04-2020	07-09-2020	

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
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	07-09-2020	
2	05332456	Nikhil Kumar Jain	Executive Director	Member	27-11-2019	07-09-2020	
3	06852735	Ratish Kumar	Executive Director	Member	27-11-2019	07-09-2020	
4	08492346	Yamuna Kumar Chaubey	Executive Director	Member	01-04-2020	07-09-2020	
5	02889021	Mahesh Kumar Mittal	Executive Director	Member	27-11-2019	07-09-2020	

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	06-05-2020				Yes	8	2
2	28-05-2020		21		Yes	8	2
3	27-06-2020		29		Yes	8	2
4		11-08-2020	44		Yes	7	2
5		31-08-2020	19		Yes	7	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	06-05-2020				Yes	3	2
2	Audit Committee	27-06-2020	51			Yes	2	2
3	Audit Committee	29-07-2020	31			Yes	2	2
4	Audit Committee	31-08-2020	32			Yes	2	2
5	Nomination and remuneration committee	06-08-2020				Yes	2	2
6	Stakeholders Relationship Committee	03-09-2020				Yes	2	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	24-04-2020				Yes	5	1
8	Corporate Social Responsibility Committee	10-07-2020				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	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

Information on transactions entered pursuant to omnibus approval for the quarter ended 30.06.2020 and 30.09.2020 shall be placed in the subsequent meeting(s) of 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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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)	No
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. :

The composition of Board of Directors is not in line with SEBI (LODR) Regulations, 2015 due to completion of tenure of Independent Directors. 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. 2,3,4 and 5

The Board of Directors has not reconstituted its mandatory committees consequent upon completion of tenure of remaining 2 independent directors on 07.09.2020.

Note against Sl.No.9:

Report submitted in previous quarter 30.06.2020 was placed before the Board in its meeting held on 11.08.2020. The Board noted the same without any comments.

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No	Mandatory committees were not reconstituted after completion of tenure of remaining 2 independent directors on 07.09.2020. 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	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Mandatory committees were not reconstituted after completion of tenure of remaining 2 independent directors on 07.09.2020. 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.
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	Mandatory committees were not reconstituted after completion of tenure of remaining 2 independent directors on 07.09.2020. 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.
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

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	09-10-2020