

**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	Quarterly
Date of Report	31-12-2020
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		31-12-2020		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	Yamuna Kumar Chaubey	ADFPC9668J	08492346	Executive Director	Not Applicable		16-05-1963	NA		01-04-2020				1	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	Tanmay Kumar	ACRPK7796A	02574098	Non-Executive - Nominee Director	Not Applicable		27-09-1966	NA		11-06-2020				4	0	2	1		
6	Mr	Rajendra Prasad Goyal	AFFPG9205C	08645380	Executive Director	Not Applicable		08-08-1965	NA		01-10-2020				1	0	0	0		

**Text Block**

Textual Information(1)

1. Shri Rajendra Prasad Goyal (DIN 08645380) has assumed the charge of the post of Director (Finance), NHPC Limited w.e.f. 01.10.2020 in pursuance to Ministry of Power order no. 9/3/2019-NHPC dated 28.09.2020 .

2. Shri Ratish Kumar (DIN 06852735) ceased to be Director (Projects) of Company w.e.f. 31.12.2020 consequent upon attaining the age of superannuation.

**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 mandatory Committees of the Board were duly constituted till 07.09.2020. However, consequent upon completion of tenure of remaining 2 Independent Directors on 07.09.2020, the Board of Directors has not reconstituted its mandatory Committees due to non-availability 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.











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							Textual Information(1)
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	11-08-2020				Yes	7	2
2	31-08-2020		19		Yes	7	2
3		20-10-2020	49		No	6	0
4		11-11-2020	21		No	6	0
5		16-12-2020	34		No	6	0
6		30-12-2020	13		No	6	0

**Text Block**

Textual Information(1)

The requirement of at least 1 Independent Director (as per Regulation 17 of SEBI LODR) for the quorum of board meetings held during the quarter ended 31.12.2020 could not be met due to completion of tenure of remaining 2 Independent Directors on 07.09.2020.

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory	Textual Information(1)
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**Text Block**

Textual Information(1)

No meeting of mandatory committees of Board of Directors were held during the quarter ended 31.12.2020. For more details please refer remarks given in note for Composition of Committees.

**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, 30.09.2020 and 31.12.2020 shall be placed in the subsequent meeting(s) of Audit Committee after its reconstitution.

**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	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.	No
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 SI.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 SI 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 SI. No. 7

The meeting of Board of Directors and its mandatory committees were conducted in the manner as specified in SEBI (LODR), 2015 till 07.09.2020. However, consequent upon completion of tenure of remaining 2 Independent Directors on 07.09.2020, the Board of Directors were not able to hold its meeting as per aforesaid Regulations of SEBI LODR due to non-availability of Independent Directors. For committee meeting details, please refer remarks given at notes of composition of committee and meeting of committees attached with this report.

Note against SI.No.9:

Report submitted in previous quarter 30.09.2020 was placed before the Board in its meeting held on 16.12.2020. The Board noted the same without any comments.

**Signatory Details**

Name of signatory	Shri Vijay Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	07-01-2021

