

General information about company	
Scrip code	533098
NSE Symbol	NHPC
MSEI Symbol	NOTLSITED
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	Yearly
Date of Report	31-03-2021
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	Nikhil Kumar Jain	AAQPJ4553P	05332456	Executive Director	Not Applicable		28-03-1962	NA		07-02-2017			1	0	2	0			
3	Mr	Yamuna Kumar Chaubey	ADDFPC9668J	08492346	Executive Director	Not Applicable		16-05-1963	NA		01-04-2020			1	0	2	0			
4	Mr	Tanmay Kumar	ACRPK7796A	02574098	Non-Executive - Nominee Director	Not Applicable		27-09-1966	NA		11-06-2020			4	0	3	2			

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)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Rajendra Prasad Goyal	AEFPG9205C	08645380	Executive Director	Not Applicable		08-08-1965	NA		01-10-2020				1	0	1	1	
6	Mr	Biswajit Basu	AGAPB0093L	09003080	Executive Director	Not Applicable		30-12-1963	NA		01-01-2021				1	0	1	0	

Text Block

Textual Information(1)

1. The Board of Directors has appointed Shri Biswajit Basu (DIN 09003080) as Director (Projects), NHPC Limited w.e.f. the date of his assumption of charge of the post on or after 01.01.2021 in pursuance to Ministry of Power's order no. 9/4/2019-NHPC dated 22.12.2020 consequent upon cessation of Shri Ratish Kumar, Ex-Director (Projects) (DIN 06852735) w.e.f. 31.12.2020 upon attaining the age of superannuation. Accordingly, Shri Basu has assumed the charge of the post of Director (Projects), NHPC Limited w.e.f. 01.01.2021.
2. 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 NHPC Limited being a Govt. 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. The Company will be in compliance, once the requisite number of Independent Directors including woman director are appointed by the MoP, Government of India.

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)

1. Consequent upon completion of tenure of remaining 2 Independent Directors on 07.09.2020, the Board of Directors was not able to reconstitute its mandatory committees as per relevant provisions of SEBI LODR and Companies Act, 2013 due to non-availability of any Independent Director. However, the Board of Directors in its meeting held on 21.03.2021 has reconstituted all mandatory committees except Nomination and Remuneration Committee with existing non-independent directors for substantial compliance of SEBI LODR and Companies Act, 2013.

2. 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 NHPC Limited being a Govt. 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.

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	02574098	Tanmay Kumar	Non-Executive - Nominee Director	Chairperson	21-03-2021		
2	05332456	Nikhil Kumar Jain	Executive Director	Member	21-03-2021		
3	08492346	Yamuna Kumar Chaubey	Executive Director	Member	21-03-2021		

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

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	08645380	Rajendra Prasad Goyal	Executive Director	Chairperson	21-03-2021		
2	05332456	Nikhil Kumar Jain	Executive Director	Member	21-03-2021		
3	08492346	Yamuna Kumar Chaubey	Executive Director	Member	21-03-2021		
4	09003080	Biswajit Basu	Executive Director	Member	21-03-2021		

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	08492346	Yamuna Kumar Chaubey	Executive Director	Chairperson	13-01-2021		
2	08645380	Rajendra Prasad Goyal	Executive Director	Member	13-01-2021		
3	09003080	Biswajit Basu	Executive Director	Member	13-01-2021		

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	08492346	Yamuna Kumar Chaubey	Executive Director	Chairperson	21-03-2021		
2	08645380	Rajendra Prasad Goyal	Executive Director	Member	21-03-2021		
3	09003080	Biswajit Basu	Executive Director	Member	21-03-2021		

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	20-10-2020				No	6	0
2	11-11-2020		21		No	6	0
3	16-12-2020		34		No	6	0
4	30-12-2020		13		No	6	0
5		11-02-2021	42		No	6	0
6		21-03-2021	37		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 31.03.2021 could not be met due to completion of tenure of remaining 2 Independent Directors on 07.09.2020. The Company will be in compliance, once the Independent Director(s) are appointed by the MoP, Government of India.

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	Risk Management Committee	25-02-2021				Yes	3	0

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	Yes	
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)

Note for SI No. 1
During the quarter ended 31.03.2021, the related party transactions have been approved by the Board of Directors due to non-availability of Audit Committee. For more details, please refer remarks given for Composition of Committees.

Note for SI No. 3
Information on transactions entered pursuant to omnibus approval for the quarter ended 30.06.2020, 30.09.2020 and 31.12.2020 has been reviewed by the Board of Directors in its meeting held on 11.02.2021 due to non-availability 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)	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.	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	Saurabh Chakravorty
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

Note against SI.No.1 :
For details, please refer remarks given for composition of Board of Directors.

Note against SI No. 2,3,4 and 5
Please refer remarks given for Composition of Committees.

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 for composition of committees.

Note against SI.No.8:

Report submitted in previous quarter 31.12.2020 was placed before the Board in its meeting held on 21.03.2021. The Board noted the same without any comments.

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	For details, please refer remarks given for Composition of Board of Directors.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	No	The requirement of at least 1 Independent Directors for the quorum of board meetings held during quarter ended 31.12.2020 and 31.03.2021 could not be met due to completion of tenure of remaining 2 Independent Directors on 07.09.2020.
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)	No	For details, please refer remarks given for Composition of Committees.
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	For details, please refer remarks given for Composition of Committees.
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)	No	For more details, please refer remarks given for Composition of Committees.

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)	No	Till 07.09.2020, 1 independent director of NHPC Limited was on the board of NHDC Limited (a material subsidiary company of NHPC Limited).
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)	No	No meeting of Independent Director was held during the financial year 2020-21 due to completion of tenure of Independent Directors on 07.09.2020.
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)

1. Independent Directors were appointed in compliance with Regulation 16 (1)(b) of SEBI LODR. For more details, please remarks given for composition of Board of Directors.

2. In compliance to Regulation 23 (3) of SEBI LODR, the omnibus related party transaction for the quarter ended 30.06.2020, 30.09.2020 and 31.12.2020 has been reviewed by Board of Directors due to non-availability of Audit Committee.

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.

Note against point no. 26 for Regulation 23 (2), (3):

Please refer remarks given for Related Party Transactions.

Annexure II

1	Name of signatory	Saurabh Chakravorty
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	Textual Information(1)

Text Block

Textual Information(1)

As per Regulation 24 (1) of SEBI LODR, 1 independent director of NHPC Limited was on the board of NHDC Limited (a material subsidiary company of NHPC Limited) till 07.09.2020.

Annexure II

1	Name of signatory	Saurabh Chakravorty
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Saurabh Chakravorty
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	13-04-2021

