

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
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	ADFPC9668J	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		13-09-2021	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)
5	Mr	Rajendra Prasad Goyal	AEFPG9205C	08645380	Executive Director	Not Applicable		08-08-1965	NA		01-10-2020				1	0	3	2
6	Mr	Biswajit Basu	AGAPB0093L	09003080	Executive Director	Not Applicable		30-12-1963	NA		01-01-2021				1	0	1	0
7	Mr	Raghubraj Madhav Rajendran	AGHPR9209B	07772370	Non-Executive - Nominee Director	Not Applicable		18-05-1979	NA		16-09-2021				2	0	1	1

Text Block

Textual Information(1)

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 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.

2. Ministry of Power (MoP) vide its order no. 9/7/2021-NHPC dated 13.09.2021 has conveyed the appointment of Shri Raghuraj Madhav Rajendran (DIN: 07772370), Joint Secretary, Ministry of Power as Government Nominee Director on the Board of NHPC Limited vice Shri Tanmay Kumar until further orders. Accordingly, the Board of Directors through circular resolution passed on 16.09.2021 has appointed Shri Raghuraj Madhav Rajendran (DIN: 07772370) as Nominee Director w.e.f. 16.09.2021.

3. Shri Tanmay Kumar (DIN 02574098) ceased to be Govt. Nominee Director on the Board of NHPC w.e.f. 13.09.2021. Accordingly, his directorship/committee positions has been shown as "Zero".

Annexure 1

II. Composition of Committees

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

Annexure 1 Text Block

Textual Information(1)

The Board of Directors has reconstituted its Mandatory Committees except Nomination and Remuneration Committee with existing Non-Independent Directors for substantial compliance of SEBI LODR and Companies Act, 2013 in the absence of Independent Directors.

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	07772370	Raghuraj Madhav Rajendran	Non-Executive - Nominee Director	Chairperson	24-09-2021		Textual Information(1)
2	05332456	Nikhil Kumar Jain	Executive Director	Member	21-03-2021		
3	08492346	Yamuna Kumar Chaubey	Executive Director	Member	21-03-2021		

Sr Text Block

Textual Information(1)

Shri Raghuraj Madhav Rajendran appointed as Chairman Audit Committee w.e.f. 24-09-2021 consequent upon cessation of directorship of Shri Tanmay Kumar w.e.f. 13.09.2021 as Govt. Nominee Director and Chairman, Audit Committee.

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* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	15-05-2021				No	6	0
2	10-06-2021		25		No	6	0
3		13-08-2021	63		No	6	0
4		24-09-2021	41		No	5	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 30.09.2021 could not be met due to nonavailability of Independent Directors on the Board of Company. The Company will be in compliance, once the Independent Director(s) are appointed by the Ministry of Power, Government of India.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	
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* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	10-06-2021				No	3	0
2	Audit Committee	06-07-2021	25			No	3	0
3	Audit Committee	10-07-2021	3			No	2	0
4	Audit Committee	21-07-2021	10			No	3	0
5	Audit Committee	13-08-2021	22			No	3	0
6	Risk Management Committee	05-08-2021				Yes	2	0

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* (other than Independent Director)	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	05-07-2021				Yes	3	0

Text Block

Textual Information(1)

1. The requirement of at least 2 Independent Directors (as per Regulation 18 of SEBI LODR) for the quorum of audit committee meetings held during the quarter ended 30.09.2021 could not be met due to non-availability of Independent Directors on the Board of Company.
2. 132nd Audit Committee held on 10.07.2021 was adjourned and the adjourned 132nd Audit Committee meeting was held on 21-07-2021.

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)

Note for SI No. 3

Details of related party transactions entered pursuant to omnibus approval for the quarter ended 30.06.2021 has been reviewed by the Audit Committee in its meeting held on 13.08.2021.

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.	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	Smt. Rupa Deb
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 Board of Directors and its mandatory committees could not hold its meetings as per aforesaid Regulations of SEBI LODR due to non-availability of Independent Directors.

Note against SI.No.8:
Report submitted in previous quarter 30.06.2021 was placed before the Board in its meeting held on 13.08.2021. 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	Chairman of Audit Committee could not attend the meeting due to some exigency. Hence, he had authorized Shri Y. K. Chaubey, Director (Technical) another member of Audit Committee to represent him in the Annual General Meeting.
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	The Board of Directors could not constitute Nomination and Remuneration Committee due to non-availability of Independent Directors on the Board of NHPC Limited.
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
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	Smt. Rupa Deb
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Signatory Details

Name of signatory	Smt. Rupa Deb
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	20-10-2021