

**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	Quarterly
Date of Report	31-12-2021
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		02-12-2021		0	0	0	0		
3	Mr	Yamuna Kumar Chaubey	ADFP9668J	08492346	Executive Director	Not Applicable		16-05-1963	NA		01-04-2020				1	0	2	0		
4	Mr	Rajendra Prasad Goyal	AEFPG9205C	08645380	Executive Director	Not Applicable		08-08-1965	NA		01-10-2020				1	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)	Notes for not providing PAN
5	Mr	Biswajit Basu	AGAPB0093L	09003080	Executive Director	Not Applicable		30-12-1963	NA		01-01-2021				1	0	0	0	
6	Mr	Raghuraj Madhav Rajendran	AGHPR9209B	07772370	Non-Executive - Nominee Director	Not Applicable		18-05-1979	NA		16-09-2021				2	0	0	0	
7	Mr	Uday Sakharam Nirgudkar	AAHPN6494L	07592413	Non-Executive - Independent Director	Not Applicable		18-01-1965	NA		15-11-2021			1	1	1	2	2	
8	Mr	Amit Kansal	AMVPK3825E	07722428	Non-Executive - Independent Director	Not Applicable		24-09-1975	NA		21-11-2021			1	1	1	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
9	Mrs	Rashmi Sharma Rawal	AARPR2327Q	09410683	Non-Executive - Independent Director	Not Applicable		21-06-1967	NA		30-11-2021			1	1	1	0	0	
10	Mr	Jiji Joseph	AFUPJ9504P	09415941	Non-Executive - Independent Director	Not Applicable		14-10-1973	NA		01-12-2021			1	1	1	1	0	

### Text Block

Textual Information(1)

1. The composition of Board of Directors is not in line with SEBI (LODR) Regulations, 2015 due to non-appointment of requisite number 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 is being regularly pursued with the Administrative Ministry i.e. Ministry of Power (MoP), Govt. of India. The Company will be in compliance, once the requisite number of Independent Directors are appointed by the MoP.
2. Ministry of Power vide letters no. 2/13/2021-NHPC dated 08.11.2021 and 10.11.2021 has conveyed the appointment of Dr. Uday Sakharam Nirgudkar (DIN 07592413), Dr. Amit Kansal (DIN 07722428), Dr. Rashmi Sharma Rawal (DIN 09410683) and Shri Jiji Joseph (DIN 09415941) as Non-Official Independent Directors on the Board of NHPC Limited for a period of three years w.e.f. date of notification of their appointment, or until further orders. Accordingly, the Board of Directors has appointed them as Additional and Independent Directors w.e.f. 15.11.2021, 21.11.2021, 30.11.2021 and 01.12.2021 respectively.
3. Ministry of Power vide its letter no. 9/2/2021-NHPC dated 02.12.2021 has conveyed the decision regarding curtailment of tenure of Shri Nikhil Kumar Jain (DIN 05332456), Director (Personnel) of NHPC Limited with immediate effect. Accordingly, Shri Nikhil Kumar Jain ceased to be director of Company w.e.f. 02.12.2021 and hence his directorship/committee positions as on 31.12.2021 has been shown as "Zero".

**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 in its meeting held on 07.12.2021 has reconstituted its Mandatory Committees in line with the provisions of the Companies Act, 2013 and SEBI LODR after appointment 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	07592413	Uday Sakharam Nirgudkar	Non-Executive - Independent Director	Chairperson	07-12-2021		
2	09415941	Jiji Joseph	Non-Executive - Independent Director	Member	07-12-2021		
3	08492346	Yamuna Kumar Chaubey	Executive Director	Member	07-12-2021		

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	09410683	Rashmi Sharma Rawal	Non-Executive - Independent Director	Chairperson	07-12-2021		
2	07592413	Uday Sakharam Nirgudkar	Non-Executive - Independent Director	Member	07-12-2021		
3	09415941	Jiji Joseph	Non-Executive - Independent Director	Member	07-12-2021		

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	07592413	Uday Sakharam Nirgudkar	Non-Executive - Independent Director	Chairperson	07-12-2021		
2	08492346	Yamuna Kumar Chaubey	Executive Director	Member	07-12-2021		
3	08645380	Rajendra Prasad Goyal	Executive Director	Member	07-12-2021		

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	07722428	Amit Kansal	Non-Executive- Independent Director	Chairperson	07-12-2021		
2	08492346	Yamuna Kumar Chaubey	Executive Director	Member	07-12-2021		
3	08645380	Rajendra Prasad Goyal	Executive Director	Member	07-12-2021		

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	07592413	Uday Sakharam Nirgudkar	Non-Executive - Independent Director	Member	07-12-2021		
2	07722428	Amit Kansal	Non-Executive - Independent Director	Member	07-12-2021		
3	09410683	Rashmi Sharma Rawal	Non-Executive - Independent Director	Chairperson	07-12-2021		
4	09415941	Jiji Joseph	Non-Executive - Independent Director	Member	07-12-2021		
5	08645380	Rajendra Prasad Goyal	Executive Director	Member	07-12-2021		
6	09003080	Biswajit Basu	Executive Director	Member	07-12-2021		

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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-08-2021				No	6	0
2	24-09-2021		41		No	5	0
3		11-11-2021	47		No	6	0
4		07-12-2021	25		Yes	9	4
5		30-12-2021	22		Yes	9	4

**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 on 13-08-2021, 24-09-2021 and 11-11-2021 could not be met due to non-availability of Independent Directors on the Board of Company.

**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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	06-07-2021				No	3	0
2	Audit Committee	10-07-2021	3			No	2	0
3	Audit Committee	21-07-2021	10			No	3	0
4	Audit Committee	13-08-2021	22			No	3	0
5	Audit Committee	11-11-2021	89			No	3	0
6	Audit Committee	29-12-2021	47			Yes	3	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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	10-11-2021				Yes	4	0
8	Risk Management Committee	05-08-2021				Yes	2	0
9	Risk Management Committee	10-11-2021				Yes	3	0
10	Corporate Social Responsibility Committee	05-07-2021				Yes	3	0
11	Corporate Social Responsibility Committee	10-11-2021				Yes	3	0
12	Corporate Social Responsibility Committee	23-12-2021				Yes	6	4

**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 and meeting held on 11.11.2021 could not be met due to non-availability of Independent Directors on the Board of Company.

**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 30.09.2021 has been reviewed by the Audit Committee in its meeting held on 29.12.2021.

**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	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.	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 Sl.No.1 : For details, please refer remarks given for composition of Board of Directors.

Note against Sl. No. 7: One meeting of Board of Directors and One Meeting of Audit & Risk Management Committee held during quarter ended 31.12.2021 could not be as per aforesaid Regulations of SEBI LODR due to non-availability of Independent Directors.

Note against Sl.No.8: Report submitted in previous quarter 30.09.2021 was placed before the Board in its meeting held on 11.11.2021. The Board noted the same without any comments.

**Signatory Details**

Name of signatory	Smt. Rupa Deb
Designation of person	Company Secretary and Compliance Officer
Place	Faridabad
Date	18-01-2022