

NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121003

CIN: L40101HR1975GOI032564

Tel No: 0129-2588110, Fax No: 0129-2278018

Website: www.nhpcindia.com, E-mail ID: companysecretary@nhpc.nic.in

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting (AGM) of the members of NHPC Limited will be held on **Thursday, the 25th day of August, 2022 at 12:30 P.M. (IST)** through Video Conference ("**VC**")/ Other Audio Visual Means ("**OAVM**"), to transact the following businesses.

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors, Auditors' Report thereon and Comments of the Comptroller & Auditor General of India; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
2. To confirm the payment of interim dividend and declare final dividend for the financial year 2021-22.
3. To appoint a director in place of Shri Rajendra Prasad Goyal, Director (Finance) (DIN: 08645380), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2022-23 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 142 read with relevant provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors be and is hereby authorized to fix the remuneration of Joint Statutory Auditors for the financial year 2022-23;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year 2022-23 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 read with applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration to the Cost Auditors appointed by Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2022-23, be and is hereby ratified as under:

- a) ₹ 75,000/- per power station (excluding TA/DA, taxes and duties).
- b) ₹ 75,000/- excluding TA/DA, taxes and duties for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in form CRA-3.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Dr. Uday Sakharam Nirgudkar (DIN: 07592413), as an Independent Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of Section 149, 152 and other

applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, recommendations of the Nomination & Remuneration Committee and that of the Board, Dr. Uday Sakhamam Nirgudkar (DIN: 07592413), who was appointed as Independent Director by the President of India vide Ministry of Power order no. 2/13/2021-NHPC dated November 08, 2021 for a period of three years w.e.f. the date of order or until further orders and subsequently appointed as an Additional & Independent Director by the Board of Directors w.e.f. November 15, 2021 and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 3 years w.e.f. the date of order i.e. November 08, 2021 upto November 07, 2024 or until further orders from the Government of India, whichever is earlier."

7. To appoint Dr. Amit Kansal (DIN: 07722428), as an Independent Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, recommendations of the Nomination & Remuneration Committee and that of the Board, Dr. Amit Kansal (DIN: 07722428), who was appointed as an Independent Director of the Company by the President of India vide Ministry of Power order no. 2/13/2021-NHPC dated November 10, 2021 for a period of three years w.e.f. the date of order or until further orders and subsequently appointed as an Additional & Independent Director by the Board of Directors w.e.f. November 21, 2021 and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for appointment as an Independent Director of the Company, be and is hereby appointed as

an Independent Director of the Company, not liable to retire by rotation for a period of 3 years w.e.f. the date of order i.e. November 10, 2021 upto November 09, 2024 or until further orders from the Government of India, whichever is earlier."

8. To appoint Dr. Rashmi Sharma Rawal (DIN: 09410683), as an Independent Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, recommendations of the Nomination & Remuneration Committee and that of the Board, Dr. Rashmi Sharma Rawal (DIN: 09410683), who was appointed as an Independent Director of the Company by the President of India vide Ministry of Power order no. 2/13/2021-NHPC dated November 10, 2021 for a period of three years w.e.f. the date of order or until further orders and subsequently appointed as an Additional & Independent Director by the Board of Directors w.e.f. November 30, 2021 and in respect of whom the Company has received a notice in writing from her signifying her intention to propose herself as a candidate for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 3 years w.e.f. the date of order i.e. November 10, 2021 upto November 09, 2024 or until further orders from the Government of India, whichever is earlier."

9. To appoint Shri Jiji Joseph (DIN: 09415941), as an Independent Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, recommendations of the Nomination & Remuneration Committee and that of the Board, Shri Jiji Joseph

(DIN: 09415941), who was appointed as an Independent Director of the Company by the President of India vide Ministry of Power order no. 2/13/2021-NHPC dated November 10, 2021 for a period of three years w.e.f. the date of order or until further orders and subsequently appointed as an Additional & Independent Director by the Board of Directors w.e.f. December 01, 2021 and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 3 years w.e.f. the date of order i.e. November 10, 2021 upto

November 09, 2024 or until further orders from the Government of India, whichever is earlier."

By the order of the Board of Directors

Sd/-

(Rupa Deb)
Company Secretary

Date: July 02, 2022

Regd. Office:

NHPC Office Complex,
Sector-33, Faridabad, Haryana-121003
CIN: L40101HR1975GOI032564

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the special businesses to be transacted at the AGM is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 to 9 given above as special businesses in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the continuing social distancing norms due to Covid-19, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2022 read together with circulars dated April 8, 2020, April 13, 2020, and May 5, 2020 (collectively referred to as "MCA Circulars") has permitted convening the AGM through VC/ OAVM, without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the AGM of the Company is being held through VC/ OAVM. The Registered Office of the Company shall be deemed to be the venue of the AGM. M/s National Securities Depository Limited (NSDL) will be providing facility for remote e-voting, for participation in the AGM through VC/ OAVM and e-voting during the AGM.
3. As per the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. Since this AGM is being held through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed hereto.
4. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of AGM and Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ RTA (M/s Alankit Assignments Limited)/ Depository Participants as on **Friday, July 22, 2022**. Members may note that the notice of AGM and Annual Report 2021-22 is also available on the Company's website www.nhpcindia.com, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of e voting service provider i.e. M/s National Securities Depository Limited at www.evoting.nsdl.com.
6. In terms of relevant provisions of the Act, Shri Rajendra Prasad Goyal, Director (Finance) (DIN: 08645380) is liable to retire by rotation at this AGM and, being eligible, offers himself for re-appointment. The tenure of Shri Rajendra Prasad Goyal as per the order of Ministry of Power, Govt. of India is upto August 31, 2025. The Nomination & Remuneration Committee in its meeting held on July 01, 2022, after taking into account the performance evaluation of Shri Goyal has recommended his re-appointment. Based on the recommendation of Nomination & Remuneration Committee, the Board at its meeting held on July 02, 2022 has recommended the re-appointment of Shri Goyal as Director (Finance). Brief resume of directors seeking appointment or re appointment at the AGM, as required under Regulation 36 of SEBI LODR is annexed hereto and forms part of the Notice.
7. Pursuant to Section 139 of the Act, the statutory auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). Further, in terms of Section 142 of the Act, their remuneration has to be fixed by the Company in a General Meeting or in such manner as the Company in General Meeting may determine. The members may authorize the Board to fix an appropriate remuneration of Joint Statutory Auditors to be appointed by C&AG for the financial year 2022-23 as may be deemed fit by the Board.
8. For receiving all communications electronically (including notice of AGM and Annual Report) from the Company:
 - a. Members holding shares in dematerialized mode are requested to register/ update their e-mail address with their respective Depository Participants.

- b. Members holding shares in physical mode and who have not registered/ updated their e-mail address with the Company are requested to register/ update the same with Company's RTA M/s Alankit Assignments Limited, by submitting a request in form ISR-1 physically or by email to alankit.nhpc@alankit.com.
9. The register of members and share transfer books of the Company will remain closed from **Friday, August 12, 2022 to Thursday, August 25, 2022** (both days inclusive).

DIVIDEND

10. The Board of Directors, in their meeting held on February 11, 2022, had declared an interim dividend @ 13.10% (₹ 1.31 per equity share) on the paid up equity share capital of the Company which was paid in March, 2022. Further, the Board of Directors in their meeting held on May 25, 2022 had recommended a final dividend @ 5.00% (₹ 0.50 per equity share) on the paid up equity share capital of the Company for the financial year 2021-22. The Company has fixed **Thursday, August 11, 2022** as "Record Date" for determining entitlement of members to receive final dividend, if declared at the AGM. The members whose name appear in the Register of Members/ List of Beneficial Owners (to be received from NSDL and CDSL) as on record date will be entitled to receive final dividend. The final dividend, if declared at the AGM, will be paid as per the provisions of the Act.
11. Subject to approval of the members at the AGM, the final dividend will be paid through electronic mode to those members who have updated their bank account details. Dividend warrants/ demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details. Members are requested to register/ update their complete bank details to receive dividend directly into their bank account:
 - i. In case of shares that are held in demat mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - ii. In case of shares that are held in physical mode, by submitting a request in form ISR-1 to the RTA i.e. M/s Alankit Assignments

Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110055 or by email to alankit.nhpc@alankit.com from their registered email id.

12. TDS ON DIVIDEND

With effect from April 1, 2020, dividend income has become taxable in the hands of shareholders. Pursuant to the requirement of Income Tax Act, 1961 ("the IT Act"), the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. In this connection, the shareholders are requested to take note of the following:

A. Resident Shareholders:

- (i) TDS shall be deducted at the rate of 10% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the Financial Year (FY) 2022-23 to resident shareholders, provided valid PAN of the shareholder is available.
- (ii) However, TDS shall be deducted at higher rates as stated below in the following circumstances:
 - **Valid PAN not available:** If the PAN is not valid or valid PAN is not available in the Company's Register of Members, TDS shall be deducted at the rate of 20% as per Section 206AA of the IT Act.
 - **Specified person under Section 206AB:**
 - TDS shall be deducted at the rate of 20%, in case of resident shareholders falling within the meaning of a 'specified person' as per Section 206AB(3) of the IT Act i.e. a person who has not filed the return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in that previous year.

- The list of 'specified person' for the purpose of Section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department as per the CBDT Circular No. 11/2021 dated 21.06.2021.
 - If PAN of a shareholder is not updated, it shall be assumed that the shareholder is a "specified person" for the purpose of Section 206AB of the Act and TDS would be regulated accordingly.
- (iii) In case of the following category of resident shareholders, no TDS shall be deducted or the TDS shall be deducted at lower rate, as the case may be, subject to submission of the documents specified below:
- **Form 15G/15H:** In case where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.
 - **Certificate for lower/Nil deduction:** In case the shareholder provides valid Certificate for lower/Nil deduction under Section 197 of the IT Act, tax shall be deducted as per the rate specified in the Certificate.
 - **Insurance Companies:** No TDS shall be deducted if the insurance company submits a self-declaration certifying the details of securities held by it against which dividend is declared and certifying the fact that it is registered with IRDA and is eligible to claim the exemption under the second proviso to Section 194 of the IT Act. The said certificate shall also be accompanied with self-attested copy of PAN and IRDA registration certificate.
 - **Mutual Funds:** No TDS shall be deducted if the Mutual fund submits a self-declaration certifying the details of securities held by it against which dividend is declared and certifying the fact that it is registered with SEBI and is eligible to claim the exemption under Section 10(23D) of the IT Act. The said certificate shall also be accompanied with a self-attested copy of its PAN and SEBI registration certificate.
 - **Other shareholders covered under section 196:** No TDS shall be deducted if documentary evidences for coverage under Section 196 of IT Act are submitted in respect of other shareholders covered under Section 196 of IT Act such as Government, RBI or corporations established by Central Act which is under any law for the time being in force, exempt from income tax on its income.
 - **Alternate Investment Fund (AIF) Category I and II:** No TDS shall be deducted if self-declaration that the shareholder is eligible for exemption under Section 10(23FBA) of the IT Act, for exemption from TDS under Section 197A(1F) and that they are established as Category I or Category II AIF under the SEBI regulations is submitted. Copy of self-attested registration documents and PAN card should also be provided.
 - **Recognized Provident funds/ Approved Superannuation fund/ Approved Gratuity Fund:** No TDS shall be deducted if necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) have been submitted.
 - **National Pension Trust:** No TDS shall be deducted if self-declaration along with self-attested copy of documentary evidence supporting the exemption from TDS under Section 197A(1E) of IT Act and self-attested copy of PAN card is submitted.
 - **Any other entity entitled to exemption from TDS:** In case any resident shareholder (other than those specified above) is exempted from TDS deduction as per the provisions of IT Act or by any other law or notification, a valid self-attested documentary

evidence (e.g. relevant copy of registration, notification, order etc.) in support of the entity being entitled to exemption from TDS needs to be submitted.

- (iv) No tax shall however be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed ₹ 5,000/-.
- (v) Transferring credit to the beneficial owner:- In cases where the shareholder is merely a custodian of the shares and, accordingly, not the beneficial owner of the dividend payable in respect thereof, then, in order to transfer the credit of TDS to the beneficial owner of dividend income, the shareholder may provide a declaration prescribed by Rule 37BA of the Income-tax Rules, 1962. The aforesaid declaration shall contain (i) name, address, PAN and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person.

Please note that the application for transfer of credit of TDS under Rule 37BA would not be entertained in absence of the aforesaid prescribed details.

B. Non-resident shareholders [including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs)]

- (i) Tax is normally required to be withheld at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D, as the case may be of the IT Act subject to beneficial provisions of the relevant Double Tax Avoidance Agreement ("DTAA/Treaty").
- (ii) As per Section 90 of the Act, a non-resident shareholder (including FIIs/FPIs) has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose i.e. to avail the tax treaty benefits, the non-resident shareholder will have to provide all of the following documents:
 - Self-attested copy of PAN allotted by the Indian Income Tax Authorities. In

case PAN is not available, details as prescribed under rule 37BC of Income-tax Rules, 1962 to be furnished;

- Self-attested copy of valid Tax Residency Certificate obtained from the Tax Authorities of the country of which the shareholder is a resident (valid for financial year 2022-23);
 - Self-declaration in Form 10F;
 - Self-declaration duly signed and stamped on letterhead as per **Annexure-A** enclosed herewith.
 - Self-attested copy of any other document as prescribed under the IT Act for lower withholding of taxes, if applicable.
- (iii) Further, in case the non-resident shareholder is eligible to claim deduction of TDS at a lower/NIL rate, TDS shall be deducted at such lower/NIL rate, subject to submission of the documents specified below:
- Lower deduction certificate under Section 197 or 195(3) as the case may be, obtained from the Income Tax Authority. In case of an Indian branch of a foreign bank, the lower deduction certificate is also to be supported with a self-declaration confirming that the income is received by the Indian branch on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.
 - In case any non-resident shareholder is exempted from TDS as per the provisions of IT Act or any other law such as The United Nations (Privileges and Immunities) Act, 1947 etc., necessary documentary evidences substantiating exemption shall be submitted.
- (iv) It may be noted that tax is required to be deducted at the rate of 40% (plus applicable surcharge and cess), in case of such non-resident shareholders who have a Permanent Establishment (PE) in India and who qualify as a 'specified person' as per Section 206AB(3) of the IT Act (as defined above).

The list of 'specified person' for the purpose of Section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department as per the CBDT Circular No. 11/2021 dated 21.06.2021.

Further, the provisions of Section 206AB shall not be applicable in the cases of non-resident shareholders not having a PE in India. For this purpose, the expression PE (i.e. permanent establishment) includes a fixed place of business through which the business of the non-resident is wholly or partly carried on.

In case the name of any non-resident shareholder forms part of the aforesaid list of 'specified person' as per the Reporting utility, tax shall be deducted at the rate of 40% (plus applicable surcharge and cess) unless the non-resident shareholder does not have a PE in India. If the non-resident shareholder does not have a PE in India, the non-resident shareholder is required to furnish a declaration duly signed and stamped to such effect to ensure that taxes are not held at such higher rate of 40% (plus surcharge and cess).

The shareholders are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with the Company's Registrar and Transfer Agent – Alankit Assignments Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) so that the deduction of TDS is carried out appropriately.

Further, the aforementioned documents are required to be uploaded by shareholders on the Alankit Assignments Limited (Registrar & Transfer Agent of the Company) portal <https://einward.alankit.com/> or should be submitted by e-mail at alankit.nhpc@alankit.com or investorcell@nhpc.nic.in for claiming TDS exemption/lower deduction/transferring TDS credit to the beneficial owner by **11:59 P.M. (IST) on or before Thursday, August 11, 2022**. No communication would be accepted from shareholders after the said date regarding nil/lower tax/transferring TDS Credit to beneficial owner matters.

Application of beneficial TDS rates (including the beneficial DTAA rates) or exemption from TDS for shareholders shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the shareholders.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/ to be provided by the Members, such Members will be responsible to indemnify the Company and also provide the Company with all information/ documents and co-operation in any appellate proceedings.

In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents or upon documents being found to be non-satisfactory on review by the Company, the shareholder would still have the option of claiming refund of the excess tax paid at the time for filing their income tax return. No claim shall lie against the Company for such taxes deducted.

Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>.

Above communication on TDS sets out the provisions of law in a summary manner only, as on the date of the communication, and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders may note that, since the tax consequences are dependent on facts and stances of each case, they are advised to consult their own tax consultant with respect to specific tax implications arising out of receipt of dividend.

INVESTOR EDUCATION AND PROTECTION FUND

13. Members are requested to note that in terms of Section 124 of the Act, dividends which remains unpaid or unclaimed for a consecutive period of seven years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends shall also

be transferred to the demat account of IEPF Authority. Accordingly, members are requested to claim their dividends and shares referred above from the Company, within the stipulated time. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in). For further details, please refer to website of the Company at www.nhpcindia.com and Report on Corporate Governance, which forms part of the Annual Report of the Company.

The due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2014-15 and thereafter, are as under:

Financial Year	Date of Declaration of Dividend	Due Date for Transfer to IEPF
2014-15 (Final Dividend)	23.09.2015	28.10.2022
2015-16 (Interim Dividend)	10.02.2016	10.03.2023
2015-16 (Final Dividend)	22.09.2016	27.10.2023
2016-17 (Interim Dividend)	12.01.2017	12.02.2024
2016-17 (Final Dividend)	27.09.2017	31.10.2024
2017-18 (Interim Dividend)	12.02.2018	14.03.2025
2017-18 (Final Dividend)	27.09.2018	01.11.2025
2018-19 (Interim Dividend)	08.02.2019	11.03.2026
2018-19 (Final Dividend)	23.09.2019	28.10.2026
2019-20 (Interim Dividend)	07.02.2020	08.03.2027
2019-20 (Final Dividend)	29.09.2020	01.11.2027
2020-21 (Interim Dividend)	11.02.2021	16.03.2028
FY 2020-21 (Final Dividend)	29.09.2021	03.11.2028
FY 2021-22 (Interim Dividend)	11.02.2022	14.03.2029

PROCEDURE FOR INSPECTION OF DOCUMENTS

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM upon login at NSDL e-voting system at www.evoting.nsdl.com.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect documents can send an e-mail to Company Secretary at agm2022@nhpc.nic.in mentioning their name, DP ID & Client ID/folio number and Permanent Account Number (PAN). Members seeking any information with regard to businesses to be transacted at the AGM, are requested to write to the Company on or before **Friday, August 19, 2022** through e-mail at agm2022@nhpc.nic.in. The same will be replied by the company suitably.

INFORMATION TO MEMBERS REGARDING E-VOTING AND AGM THROUGH VC/OAVM:

- Pursuant to the provisions of Section 108 of the Act read with relevant rules, Regulation 44 of SEBI LODR (as amended) and MCA Circulars, the Company is providing the facility of remote e-voting and e-voting at the AGM in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed M/s National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by M/s NSDL.
- The members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration

Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

18. Members, whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **Thursday, August 18, 2022** shall only be entitled to avail the facility of remote e voting or e-voting during the AGM. The voting rights shall be as per the number of equity shares held by the members as on the cut off date. A person who is not a Member as on the cut-off date should treat the notice of AGM for information purpose only.
19. In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members of the company will be entitled to vote.
20. Members who would like to ask questions regarding businesses to be conducted during the AGM, should register themselves as a speaker by sending a request from registered e-mail address mentioning their name, demat account number/ folio number, PAN, mobile number at agm2022@nhpc.nic.in from **Tuesday, August 16, 2022 to Friday, August 19, 2022**. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video/ camera along with good internet speed.
21. The Board of Directors has appointed Shri Amit Kaushal (Membership No. F6230, COP No. 6663) and failing him Shri Alok Kumar Tripathi (Membership No. A27448, COP No. 13447) of M/s A. Kaushal & Associates, Company Secretaries, New Delhi, e-mail address: aka_pcs@yahoo.com, to act as scrutinizer for conducting the entire e-voting process in a fair and transparent manner.

22. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. **Thursday, August 25, 2022**.

23. The result of e-voting shall be declared within two working days from the conclusion of the AGM and simultaneously be intimated to Stock Exchanges. The result along with scrutinizer's report shall also be displayed on the notice Board of the Company, made available on the website of the Company at www.nhpcindia.com and on the website of M/s NSDL at www.evoting.nsdl.com.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING

24. The remote e-voting period begins on **Monday, August 22, 2022 at 09:00 A.M. (IST)** and ends on **Wednesday, August 24, 2022 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **Thursday, August 18, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, August 18, 2022**.

E-voting Process

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- a) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

b) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DPID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The

password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in

which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Changes(s)/ updation(s), if any in the aforesaid instructions will be hosted on website of the Company.

General Guidelines for shareholders

25. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aka_pcs@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e Voting**" tab in their login.
26. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct

password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

27. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

28. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (Email ID companysecretary@nhpc.nic.in)/ RTA (Email ID alankit.nhpc@alankit.com).
29. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (Email ID companysecretary@nhpc.nic.in)/ RTA (Email ID alankit.nhpc@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
30. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
31. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

32. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
33. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
34. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
35. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

36. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may follow the steps mentioned above to access **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
37. Members are encouraged to join the Meeting through Laptops for better experience.
38. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

39. Members joining the AGM from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
40. Members, who need assistance before or during the AGM, may contact Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

OTHER INFORMATION

41. Members holding shares in physical mode are:

- a. Informed that SEBI vide its circular dated November 03, 2021 has mandated registration of PAN, KYC details and Nomination by holders of physical securities. Accordingly, members are requested to submit their PAN, KYC details and Nomination details by sending a duly filled and signed form ISR-1 and other relevant forms to M/s Alankit Assignments Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110055 or by e-mail to alankit.nhpc@alankit.com.
- b. Requested to send their share certificates to RTA for consolidation, in case shares are held under two or more folios.
- c. Informed that shares held in physical mode will not be accepted for transfer.
- d. Informed that as per SEBI Circular dated January 25, 2022, securities shall be issued only in demat mode, while processing requests pertaining to issuance of duplicate share certificate, claim from unclaimed suspense account, endorsement, sub-division/ consolidation of share certificates, transmission and transposition.

42. Non-Resident Indian members are requested to inform RTA, regarding:

- i. Change in their residential status on return to India for permanent settlement.
- ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFS Code and address of the Bank with pin code number, if not furnished earlier.

43. As per Section 72 of the Act, shareholders may register their nomination in respect of shares held by them by submitting form No. SH 13 to their respective DP, in case of shares held in demat mode and to RTA of the Company, in case the shares are held in physical mode.
44. Members are requested to address all correspondences, including dividend matters to our Registrar and Share Transfer Agent:

Alankit Assignments Limited

Alankit House, 4E/2, Jhandewalan Extension,
New Delhi-110055
Tel.: 011-42541234, 011-23541234
Fax-011-42541201, 011-23552001
Email: alankit.nhpc@alankit.com
website: www.alankit.com
Toll free No. 1860 1212 155

45. None of the Directors of the Company are in any way related to each other.

By the order of the Board of Directors

Sd/-
(Rupa Deb)
Company Secretary

Date: July 02, 2022

Regd. Office:

NHPC Office Complex,
Sector-33, Faridabad, Haryana -121003
CIN: L40101HR1975GOI032564

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE

Item No. 5

The Board on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors for the financial year 2022-23 to conduct the audit of cost records of the Company on the remuneration of ₹ 75,000/- per power station (excluding TA/DA, taxes and duties):

S. No.	Name of the Firm (M/s)	Power Stations
1	Dhananjay V. Joshi & Associates, Delhi*	Dulhasti and Salal
2	ABK & Associates, Delhi	Bairasiul, Chamera-II and Chamera-III
3	Narasimha Murthy & Co., Delhi	Chutak, Nimoo Bazgo and Chamera-I
4	R. M. Bansal & Co., Delhi	Tanakpur, Dhauliganga and Wind Power Project, Jaisalmer
5	K G Goyal & Co., Jaipur	Uri-I, Uri-II and Kishanganga
6	AJS and Associates, Dehradun	Sewa-II, Parbati-III and Parbati-II**
7	Bandyopadhyaya Bhaumik & Co., Kolkata	Rangit, Teesta-V and 50 MW Solar Power Project, Tamilnadu
8	Y S Thakar & Co., Asansol (WB)	Loktak, TLDP-IV and TLDP-III

* M/s. Dhananjay V. Joshi & Associates, Delhi has also been appointed as Lead Cost Auditor at a remuneration of ₹ 75000/- (excluding taxes & duties and TA/DA) for consolidation of Cost Audit Report of all power stations and submission of Consolidated Cost Audit Report in form CRA-3 for the financial year 2022-23.

**Appointment in respect of Parbati-II project will be subject to its becoming commercially operative during the financial year 2022-23.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Act, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors which is to be ratified by the shareholders subsequently.

Accordingly, consent of the members is sought through an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item no. 5 of the notice for approval by the shareholders.

Item No. 6 to 9

Ministry of Power vide its order no. 2/13/2021-NHPC dated November 08, 2021 has appointed

Dr. Uday Sakham Nirgudkar (DIN: 07592413) as Non-official Independent Director on the Board of the Company for a period of three years w.e.f. date of order or until further orders. Further, Ministry of Power vide its order no. 2/13/2021-NHPC dated November 10, 2021 has appointed 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 the Company for a period of three years w.e.f. date of order or until further orders.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and shall be eligible for re-appointment. Accordingly, the Board appointed Dr. Uday Sakham Nirgudkar (DIN: 07592413) (w.e.f. November 15, 2021), Dr. Amit Kansal (DIN: 07722428) (w.e.f. November 21,

2021), Dr. Rashmi Sharma Rawal (DIN: 09410683) (w.e.f. November 30, 2021) and Shri Jiji Joseph (DIN: 09415941) (w.e.f. December 01, 2021) as Additional and Independent Directors.

The Company has received notices in writing under the provisions of Section 160 of the Act, from the aforesaid Independent Directors proposing their candidature for appointment as Independent Directors of the Company. The Company has also received necessary disclosure and declarations from the aforesaid Directors as per provisions of the Companies Act, 2013 and SEBI LODR.

The Nomination and Remuneration Committee in its meeting held on July 01, 2022 has after taking into account the performance evaluation of the aforesaid Independent Directors during their tenure of FY 2021-22 and considering their knowledge, background, expertise, experience and capabilities, recommended to the Board their appointment as Independent Directors.

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on July 02, 2022, has recommended the appointment of Dr. Uday Sakham Nirgudkar, Dr. Amit Kansal, Dr. Rashmi Sharma Rawal and Shri Jiji Joseph as Independent Directors, not liable to retire by rotation, for a period of 3 years w.e.f. date of their respective orders issued by Ministry of Power, Govt. of India or until further orders from the Government of India, whichever is earlier.

The orders of Ministry of Power dated November 08, 2021 & November 10, 2021 and a copy of letter of appointment setting out the terms and conditions are available for inspection by the members electronically and at the Registered Office of the Company during business hours of the Company, without any fee.

In terms of Sections 149 and 152 of the Companies Act, 2013, the appointment of Dr. Uday Sakham Nirgudkar, Dr. Amit Kansal, Dr. Rashmi Sharma Rawal and Shri Jiji Joseph as Independent Directors on the Board of the Company, not being liable to retire by rotation, requires approval of the Members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives

are concerned or interested in the resolutions financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolutions as set out at Item No. 6 to 9 as Special Resolutions.

Brief resume of Dr. Uday Sakham Nirgudkar, Dr. Amit Kansal, Dr. Rashmi Sharma Rawal and Shri Jiji Joseph is annexed.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM

A. Shri Rajendra Prasad Goyal, Director (Finance) (DIN: 08645380)

Shri Rajendra Prasad Goyal is Director (Finance) of NHPC Limited. Shri Goyal started his career in NHPC as Senior Accountant on November 18, 1988. He initially joined at Salal Power Station in J&K and thereafter worked at Chamera-I Project, Dulhasti Project, Regional Office-Jammu and Corporate Office, Faridabad in various capacities. Shri Goyal had been the Head of Finance at Services Division, Corporate Office and Regional Office-Jammu.

Prior to taking over the charge as Director (Finance), he was working as Chief General Manager (Finance) and heading the Corporate Accounts & Policy, Taxation, Banking, Establishment and Investor Relations Sections of NHPC Limited.

Shri Goyal is ex-officio member of Stakeholders' Relationship Committee, Committee of Directors on Corporate Social Responsibility & Sustainability and Risk Management Committee of NHPC Limited.

Date of Birth and Age: August 08, 1965 (57 years)

Nature of Expertise in specific functional areas: Shri Goyal is an Associate Member of the Institute of Cost Accountants of India and also holds a Master's Degree in Commerce from the University of Rajasthan, Jaipur. Shri Goyal has vast experience of more than 33 years in NHPC Limited in the core areas of Finance with in-depth understanding and vast knowledge of Financial, Contractual and Regulatory issues involved in construction as well operations of Hydro Projects.

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other companies including Listed Entities in which Shri Goyal holds directorship and the membership of Committees of the Board:

1. Chenab Valley Power Projects (P) Ltd. (Director)
2. Loktak Downstream Hydroelectric Corporation Ltd. (Director and Chairman of Audit Committee)
3. Ratle Hydroelectric Power Corporation Limited (Director)
4. NHDC Limited (Director, Chairman of Audit Committee and Member of Nomination & Remuneration Committee)

Listed Entities from which Shri Goyal has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2022): 17,488 Equity Shares

Key terms and conditions of re-appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2021-22: Shri Rajendra Prasad Goyal was first appointed on the Board of NHPC Limited as Additional Director and Director (Finance) on October 01, 2020. His appointment as Director (Finance) was regularized in the Annual General Meeting held on 29.09.2021. Details pertaining to number of meetings attended is provided in the Report on Corporate Governance which forms part of the Annual Report for FY 2021-22.

B. Dr. Uday Sakharam Nirgudkar, Independent Director (DIN: 07592413)

Dr. Uday Sakharam Nirgudkar is an Additional and Independent Director of NHPC Limited. Dr. Nirgudkar had led as CEO large operations in IT & ITES companies and had successfully executed large scale projects in Technology infrastructure and skills development across the Country. He had served as CEO and editor in chief with a large news media company and initiated social ventures like 'Dhaga Shourya Ka, Rakhi Abhimaan Ki' and 'Aapla Sainik, Aapli Diwali'.

Dr. Nirgudkar had also written features on Technology and Education in various newspapers & magazines and authored book on globalization and changing face of India 'Local to Global' and 'All about Winning Indian Elections'. Further, he had driven many social and cultural projects for the news channel which fostered national integration.

Dr. Nirgudkar is Chairperson of Audit Committee & Stakeholders' Relationship Committee and member of Nomination & Remuneration Committee, Committee of Directors on Corporate Social Responsibility & Sustainability and Risk Management Committee of NHPC Limited.

Date of Birth and Age: January 18, 1965 (57 years)

Nature of Expertise in specific functional areas: Dr. Nirgudkar is MBA and PhD in Marketing Management awarded by Pune University. He has varied experience of over 28 years in IT, IT enabled services, Education, Infrastructure, finance, media and Economics.

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other companies including Listed Entities in which Dr. Nirgudkar holds directorship and the membership of Committees of the Board:

Dr. Nirgudkar's Healthcare Private Limited (Director)

Listed Entities from which Dr. Nirgudkar has resigned in the past three years: None

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2022): None

Skills and Capabilities: Please refer to the Skills & Competency matrix in the Report on Corporate Governance and the details given in the Explanatory Statement.

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2021-22: Dr. Uday Sakharam Nirgudkar was appointed on the Board of NHPC Limited as Additional and Independent Director w.e.f. November 15, 2021 till the date of this AGM.

Details pertaining to number of meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2021-22.

C. Dr. Amit Kansal, Independent Director (DIN: 07722428)

Dr. Amit Kansal is an Additional and Independent Director of NHPC Limited. At present, Dr. Kansal is working as Senior Assistant Professor and heading Department of Political Science, Nehru Memorial Government College, Mansa, Punjab. He is an acclaimed and celebrated social scientist in the field of Political Science and has been associated with prestigious organisations like National Service Scheme as Program Officer, Indian Red Cross Society, UGC and RUSA as an expert. Dr. Kansal has been playing an instrumental role to disseminate education among poor & underprivileged school/ college dropouts, through distance education with esteemed National Open University i.e. IGNOU, New Delhi. He had educated and trained more than 5000 rural and disadvantaged youth in various fields.

Dr. Kansal has authored various Books such as 'Foreign Policy of India', 'Research Methodology in Social Sciences' and 'Punjab Politics'. He has also presented his research work at various platforms and published various scientific papers in the reputed journals.

Dr. Kansal is Chairperson of Risk Management Committee and member of Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Committee of Directors on Corporate Social Responsibility & Sustainability of NHPC Limited.

Date of Birth and Age: September 24, 1975 (46 years)

Nature of Expertise in specific functional areas:

Dr. Amit Kansal is an academician and has obtained his Doctorate in Political Science from Punjabi University, Patiala. He also holds three Master degrees in Political Science, Journalism and Mass Communication & Distance education with distinction from various recognised Institutions & Universities. Recently, Dr. Kansal graduated in Law (LL.B.).

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other companies including Listed Entities in which Dr. Kansal holds directorship and the membership of Committees of the Board: None

Listed Entities from which Dr. Kansal has resigned in the past three years: None

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2022): None

Skills and Capabilities: Please refer to the Skills & Competency matrix in the Report on Corporate Governance and the details given in the Explanatory Statement.

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2021-22: Dr. Amit Kansal was appointed on the Board of NHPC Limited as Additional and Independent Director w.e.f. November 21, 2021 till the date of this AGM. Details pertaining to number of meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2021-22.

D. Dr. Rashmi Sharma Rawal, Independent Director (DIN: 09410683)

Dr. Rashmi Sharma Rawal is an Additional and Independent Director of NHPC Limited. At present, Dr. Rawal is working as an Associate Professor and In-charge of Geography Department at R.S.M. (PG) College, Dhampur, Bijnor, Uttar Pradesh. She has written 16 Directing Thesis, 90 minor directed/ guided Dissertations and has published 25 research papers. Further, Six (06) number of books written by her have been published so far. Dr. Rawal is Talker of various subjects/ topics in Akashvani (AIR), Najibabad (Prasar Bharti) since 1984 and is also the chief editor of the Rohilkhand Geographical journal of India- a refereed research journal (ISSN No. 0976-8556).

Dr. Rawal is an Examiner (Answer-book evaluation), Question Paper Writer and Reviewer for Uttar Pradesh Public Service Commission (UPPSC), Prayagraj. She is also Examiner (Post-book evaluation) of Jharkhand Public Service Commission, Ranchi.

Dr. Rawal is Chairperson of Nomination & Remuneration Committee and Committee of Directors on Corporate Social Responsibility & Sustainability and member of Audit Committee, Stakeholders' Relationship Committee and Risk Management Committee of NHPC Limited.

Date of Birth and Age: June 21, 1967 (55 years)

Nature of Expertise in specific functional areas: Dr. Rashmi Sharma Rawal is an academician and holds Master's degree in Arts (Geography) from Rohilkhand University and has completed her PhD in Geography (Population Geography).

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other companies including Listed Entities in which Dr. Rawal holds directorship and the membership of Committees of the Board: None

Listed Entities from which Dr. Rawal has resigned in the past three years: None

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2022): None

Skills and Capabilities: Please refer to the Skills & Competency matrix in the Report on Corporate Governance and the details given in the Explanatory Statement.

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2021-22: Dr. Rashmi Sharma Rawal was appointed on the Board of NHPC Limited as Additional and Independent Director w.e.f. November 30, 2021 till the date of this AGM. Details pertaining to number of meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2021-22.

E. Shri Jiji Joseph, Independent Director (DIN: 09415941)

Shri Jiji Joseph is an Additional and Independent Director of NHPC Limited. He is an entrepreneur

and is engaged in the business of Advertisement Film making, Creative, Media Planning and Releases.

Shri Joseph is member of Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Committee of Directors on Corporate Social Responsibility & Sustainability and Risk Management Committee of NHPC Limited.

Date of Birth and Age: October 14, 1973 (48 years)

Nature of Expertise in specific functional areas: Shri Jiji Joseph holds Bachelor's Degree in Arts from Calicut University, Kerala and is associated with Business & Politics.

Disclosure of relationships between Directors inter-se: There is no relationship between directors inter-se.

Other companies including Listed Entities in which Shri Joseph holds directorship and the membership of Committees of the Board: None

Listed Entities from which Shri Joseph has resigned in the past three years: None

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2022): None

Skills and Capabilities: Please refer to the Skills & Competency matrix in the Report on Corporate Governance and the details given in the Explanatory Statement.

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2021-22: Shri Jiji Joseph was appointed on the Board of NHPC Limited as Additional and Independent Director w.e.f. December 01, 2021 till the date of this AGM. Details pertaining to number of meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2021-22.

<To be printed on letterhead>

DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Date:

To,

NHPC Limited

NHPC Office Complex,
Sector 33, Faridabad, Haryana-121003,
Email: investorcell@nhpc.nic.in

Subject : Declaration for eligibility to claim benefit under Double Taxation Avoidance Agreement between Government of India and Government of..... <country of tax residency> ("DTAA/Treaty"), as modified by Multilateral Instrument ("MLI"), if applicable

With reference to above, I/We wish to declare as below:

1. I/We, <Full name of the shareholder>, having permanent account number (PAN) <mention PAN> under the Indian Income tax Act, 1961 ("the IT Act"), and holding <mention number of shares held> number of shares of NHPC Limited ("the Company") under demat account number/ folio number as on the record date, am / are a tax resident of <country name> in terms of Article <mention relevant Article number of the DTAA> of the DTAA as modified by MLI (if applicable) and do not qualify as a 'resident' of India under section 6 of the Indian Income-tax Act, 1961 ("the IT Act"). A copy of the valid tax residency certificate for <period>, alongwith Form 10F which is valid as on the Record Date, is attached herewith.
2. I/We am/are and will continue to remain a tax resident of <country name> during the relevant Financial Year.
3. I/We am/are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim Treaty rate.
5. I/We do not have a Permanent Establishment ("PE") in India in terms of Article <mention relevant Article number of the DTAA> of the DTAA as modified by MLI (if applicable) or a fixed base in India and the amounts paid/payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.
6. I/We do not have a PE in a third country and the amounts paid/payable to me/us, in any case, is/are not attributable to a PE in third jurisdiction, if any, which may have got constituted otherwise.
7. I/We do not have a Business Connection in India according to the provision of section 9(1)(i) of the Act and the amounts paid/ payable to me/us, in any case, are not attributable to business operations, if any, carried out in India.
8. I/We confirm that the main purpose or the principal purpose of arranging my affairs/affairs of <Full name of the shareholder> was not to obtain tax benefits available under the applicable Treaty.
9. Further, our claim for relief under the Treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.

I/We hereby certify that the declarations made above are true and bonafide. I/we hereby certify that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me/us.

I/we will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information/ documents that may be necessary and co-operate in any proceedings before any income tax/ appellate authority.

For..... <Mention the name of the payee>

Authorised Signatory

<Name of the person signing>

<Designation of the person signing>