

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 45th Annual General Meeting (AGM) of the members of NHPC Limited will be held on **Wednesday, the 29th day of September, 2021 at 3:00 P.M.** through Video Conferencing ("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, 2021, 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, 2021, 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 2020-21.
3. To appoint a director in place of Shri Nikhil Kumar Jain, Director (Personnel) (DIN 05332456), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Yamuna Kumar Chaubey, Director (Technical) (DIN 08492346), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2021-22 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 2021-22;

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:

6. To appoint Shri Rajendra Prasad Goyal (DIN 08645380), as Director (Finance) of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Rajendra Prasad Goyal (DIN 08645380), who was appointed as Director (Finance) of the Company by the President of India and subsequently appointed as an additional director by the Board of Directors with effect from October 01, 2020 to hold office until the date of this Annual General Meeting 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 the office of a director of the Company, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, on the terms & conditions as determined by the Government of India."
7. To appoint Shri Biswajit Basu (DIN 09003080), as Director (Projects) of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of

Association of the Company, Shri Biswajit Basu (DIN 09003080), who was appointed as Director (Projects) of the Company by the President of India and subsequently appointed as an additional director by the Board of Directors with effect from January 01, 2021 to hold office until the date of this Annual General Meeting 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 the office of a director of the Company, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation, on the terms & conditions as determined by the Government of India."

8. To ratify the remuneration of the Cost Auditors for the financial year 2020-21 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 2020-21, be and 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."

9. To ratify the remuneration of the Cost Auditors for the financial year 2021-22 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 2021-22, be and 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."

10. To increase borrowing limit of the Company from ₹ 30,000 Crore to ₹ 40,000 Crore and, if thought fit, to pass the following resolutions as a **Special Resolution**:

RESOLVED THAT in supersession of the resolution approved by shareholders through postal ballot on September 09, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and any other applicable laws, rules and regulations, guidelines etc. and provisions of the Articles of Association of the Company, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and / or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate ₹ 40,000 Crore (Rupees Forty Thousand Crore only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the

aggregate, for the time being, of the paid-up capital, securities premium and free reserves of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.

11. To create Mortgage and/or charge over the movable and immovable properties of the Company and, if thought fit, to pass the following resolutions as a **Special Resolution**.

RESOLVED THAT in supersession of the resolution approved by shareholders through postal ballot on September 09, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to provisions of the Articles of Association of the Company, to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties and /or the whole or substantially the whole of the undertaking(s) of the Company, as the case may be, both present and future and in

such form and manner as the Board may deem fit in favour of Banks/ Financial Institutions/ Agents/ Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/ to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the lenders of the Company towards security for borrowing of funds for the purposes of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.

By the order of the Board of Directors



(Saurabh Chakravorty)
Company Secretary

Date: August 28, 2021

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 business to be transacted at the AGM is annexed hereto. The Board of Directors have considered and decided to include the Items No. 6 to 11 given above as special business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), 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 deemed venue for the AGM shall be the Registered Office of the Company. National Securities Depositories 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 pursuant to the MCA Circulars, 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 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 January 15, 2021 read with Circular dated May 12, 2020, Notice of AGM and Annual Report 2020-21 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 **August 20, 2021**. Members may note that the notice of AGM and Annual Report 2020-21 will also be 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. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
6. Since the AGM will be held through VC / OAVM, the route map to the venue of AGM is not annexed with this Notice.
7. In terms of relevant provisions of the Act, Shri Nikhil Kumar Jain, Director (Personnel) (DIN: 05332456) and Shri Yamuna Kumar Chaubey, Director (Technical) (DIN 08492346) are liable to retire by rotation at the meeting and, being eligible, offer themselves for re-appointment. The tenure of Shri Nikhil Kumar Jain and Shri Yamuna Kumar Chaubey as per the order of Ministry of Power is up to February 06, 2022 and May 31, 2023 respectively. The Board commends the re-appointment of the directors for their remaining tenure. Brief resume of directors seeking appointment or re-appointment at AGM, as required under Regulation 36 of SEBI LODR is annexed hereto and forms part of the Notice.
8. 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 (CAG). Further, 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 in terms of Section 142 of the Act. The CAG vide its letter dated August 19, 2021 has appointed M/s K G Somani & Co. LLP, New Delhi, M/s Chaturvedi & Co., Kolkata and M/s P. C. Bindal & Co., Srinagar as Joint Statutory Auditors of the Company for the financial year 2021-22. The members of the Company in their 44th AGM, held on September 29, 2020, had authorized Board of Directors to fix remuneration of the Joint Statutory Auditors for the financial year 2020-21. The Board of Directors had approved a sum of ₹ 73 lakhs as Annual Audit Fee, which comprises ₹ 69 lakhs towards Audit of Standalone Financial Statements and ₹ 4 lakhs towards Audit of Consolidated Financial Statements. In addition to above, fees towards

limited review of quarterly financial results @ 23% of Annual Audit Fee of Standalone and Consolidated Financial Statements, for each quarter & fees towards tax audit @ 30% of Annual Audit Fee of Standalone Financial Statements, was also approved by the Board of Directors. The above fees were exclusive of taxes, levies & TA/DA and to be shared equally by the Joint Statutory Auditors as remuneration for the financial year 2020-21. The members may consider and authorize the Board to fix an appropriate remuneration to Joint Statutory Auditors for the financial year 2021-22.

9. For receiving all communication (including notice of AGM and Annual Report) from the Company electronically:
 - 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 by writing to the Company (Email: agm2021@nhpc.nic.in) / RTA (Email: alankit.nhpc@alankit.com) along with copy of signed request letter mentioning the name, folio number and address of the member, self-attested copy of PAN Card and self-attested copy of any document (e.g. driving license, election identity card, passport) in support of the address of the member.
10. The register of members and share transfer books of the Company will remain closed from **Saturday, September 18, 2021 to Wednesday, September 29, 2021** (both days inclusive).

DIVIDEND

11. The Board of Directors, in their meeting held on February 11, 2021, had declared an interim dividend @ 12.50% (₹ 1.25 per equity share) on the paid-up equity share capital of the Company which was paid in March, 2021. Further, the Board of Directors in their meeting held on June 10, 2021 had recommended a final dividend @ 3.50% (Re. 0.35 per equity share) on the paid-up equity share capital of the Company for the financial year 2020-21. The Company has fixed **Friday, September 17, 2021** 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 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.

12. 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. with their respective Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - ii. with the Company (investorcell@nhpc.nic.in) or RTA (alankit.nhpc@alankit.com), if shares are held in physical mode, by submitting:
 - a. scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details)
 - b. self-attested copy of the PAN card, and
 - c. cancelled cheque leaf

13. TDS ON DIVIDEND

With effect from April 01, 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) 2021-22 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 with the Company's Register of Members, TDS shall be deducted at the rate of 20% as per Section 206AA of the IT Act.
- **PAN not linked to Aadhaar:**
 - In case of an individual shareholder whose PAN though required but is found to be not linked with his or her Aadhaar number by September 30, 2021 (last date prescribed as on date to link the same), TDS would be deducted at 20% as per Section 206AA of the Act by considering that the PAN has become in-operative unless such PAN-Aadhaar linking due date is further extended at the time TDS is required to be deducted.
 - The list of shareholders in whose case the PAN is not linked with their Aadhaar, shall be obtained from the functionality of the reporting portal made available by the Income Tax department.
 - In case the individual shareholder who does not possess the Aadhaar number or the Enrolment ID is (i) not a citizen of India, or is (ii) aged eighty years or more at any time during the FY 2021-22 or is (iii) residing in the states/UT of Assam, Jammu & Kashmir and Meghalaya, then such shareholder may furnish a declaration to the said effect so that the TDS may be deducted at normal rates keeping in view the exemption provided by CBDT vide Notification No. 37/2017 dated 11.05.2017 for such person to link the same.
- **Specified person under section 206AB:**
 - TDS shall be deducted at the rate of 20 percent, 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 returns of income for both of the two assessment years relevant to the two previous years 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 of the IT Act has expired; and the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in each of these two previous years.

- 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.

(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/-.

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 the 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 2021-22);

- Self-declaration in Form 10F
 - Self-declaration duly signed and stamped on letterhead as per **Annexure A** annexed with the Notice of AGM.
 - 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 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 i.e. a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years 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 each of these two previous years.

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.

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 by **11:59 P.M. IST on or before September 17, 2021**. No communication would be accepted from shareholders after the said date regarding nil/lower tax 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 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 upon review by the Company, shareholder would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.

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 Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

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

14. Members are requested to note that 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") of the Government of India. 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 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 application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in). For further details, please refer to Corporate Governance Report, which is a part of the Annual Report of the Company and the website of the Company www.nhpcindia.com.

PROCEDURE FOR INSPECTION OF DOCUMENTS

15. 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. 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 agm2021@nhpc.nic.in mentioning their name, DP ID & Client ID/folio number and Permanent Account Number (PAN). Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Friday, September 24, 2021** through e-mail at investorcell@nhpc.nic.in. The same will be replied by the company suitably.

OTHER INFORMATION

16. Members holding shares in physical mode are:
 - a. advised to make nomination in respect of their shareholding in Form SH-13;
 - 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.
17. 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 at the AGM.
18. 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, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
19. None of the Directors of the Company is in any way related to each other.

20. Members are requested to address all correspondences, including dividend matter to our Registrar and Share Transfer Agent :-

Alankit Assignments Limited

Alankit House, 4E/2, Jhandewalan Extension,
New Delhi-110054

Tel : 011-42541234, 011-42541951

Fax : 011-42541201

Email : alankit.nhpc@alankit.com

Website : www.alankit.com

Toll Free No : 1860 1212 155

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

1. Pursuant to the provisions of Section 108 of the Act read with relevant rules, Regulation 44 of SEBI LODR and the 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 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 NSDL.
2. 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 and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members, whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. **Wednesday, September 22, 2021** shall only be entitled to avail the facility of remote e-voting or e-voting during the AGM. A person who is not a Member as on the cut-off date should treat the

notice of AGM for information purpose only.

4. The voting rights shall be as per the number of equity shares held by the members as on Wednesday, September 22, 2021 being the cut-off date. Members are eligible to cast their vote electronically only if they are holding shares as on that date.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at agm2021@nhpc.nic.in from **Monday, September 20, 2021 to Thursday, September 23, 2021**. Those members who have registered themselves as a speaker will only 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 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.
6. The Board of Directors has appointed Shri Poonam Chand Jain (Membership No. F-4103 and Certificate of Practice No. 3349) and failing him Ms. Purvika Jain (Membership No. A-47373 and COP No. 21942) of M/s P. C. Jain & Company, Company Secretaries, Faridabad, e-mail address: corporatelegal@cspcjain.com, to act as scrutinizer for conducting the e-voting process in a fair and transparent manner.
7. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 29, 2021.
8. The result of electronic voting shall be declared within two working days from the conclusion of the AGM. The result declared along with scrutinizer's report shall also be available on the website of Company at www.nhpcindia.com and on the website of NSDL at www.evoting.nsdl.com. The results shall simultaneously be intimated to Stock Exchanges.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-

The remote e-voting period will commence **at 9:00 A.M. (IST) on Saturday, September 25, 2021 and will end at 5:00 P.M. (IST) on Tuesday September 28, 2021**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

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

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat account/website of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. 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.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 shares in demat mode and shareholders holding shares 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 eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices 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:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.
 - c. How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a. 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.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c. 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.
 - d. 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?

1. 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 General 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.

General Guidelines for shareholders

1. Institutional/Corporate 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 corporatelegal@cspcjain.com with a copy marked to evoting@nsdl.co.in.
2. Members of the Company under the category of Institutional Investors are requested to attend and vote at the AGM through VC/OAVM.
3. 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.
4. 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 at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means and for technical assistance before or during the AGM.

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:

1. Members whose shares are held in physical mode are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company (Email ID agm2021@nhpc.nic.in) / RTA (Email ID: alankit.nhpc@alankit.com)
2. 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company (Email ID agm2021@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.**
3. 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.
4. 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:-

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will be present in the AGM through VC/OAVM facility

and have not casted 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.

3. 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.
4. 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:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting 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.

5. Members, who need assistance before or during the AGM, may:
 - i. Send a request at evoting@nsdl.co.in or use toll free no.: 1800-222-990; or
 - ii. Contact Ms. Pallavi Mhatre, Manager, NSDL at designated email pallavid@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559
 - iii. Contact Ms. Soni Singh, Asst. Manager, NSDL at the designated email: sonis@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559

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

Item No. 6

Ministry of Power vide its order no. 9/3/2019-NHPC dated September 28, 2020 has appointed Shri Rajendra Prasad Goyal (DIN 08645380) to the post of Director (Finance) of the Company from the date of his assumption of charge of the post on or after October 01, 2020 till the date of his superannuation i.e. August 31, 2025, or until further orders, whichever is the earlier. Shri Rajendra Prasad Goyal assumed the charge of the post of Director (Finance) w.e.f. October 01, 2020.

Subsequently, the Board of Directors had confirmed the appointment of Shri Rajendra Prasad Goyal, Director (Finance) of the Company as an additional director w.e.f. October 01, 2020 in terms of Section 161 of the Act till the date of the next AGM. The Board of Directors has also designated Shri Rajendra Prasad Goyal, Director (Finance) as Chief Financial Officer of the Company w.e.f. October 01, 2020.

As the tenure of Shri Rajendra Prasad Goyal as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Finance) of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from Shri Rajendra Prasad Goyal along with the

deposit of requisite amount under Section 160 of the Act, proposing his candidature for the office of director of the Company. Shri Rajendra Prasad Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except Shri Rajendra Prasad Goyal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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. 6** of the Notice.

The Board recommends the Ordinary Resolution set out at **Item no. 6** of the notice for approval by the shareholders.

Item No. 7

Ministry of Power vide its order no. 9/4/2019-NHPC dated December 22, 2020 has appointed Shri Biswajit Basu (DIN 09003080) to the post of Director (Projects) of the Company from the date of his assumption of charge of the post on or after January 01, 2021 till the date of his superannuation i.e. December 31, 2023, or until further orders, whichever is earlier. Shri Biswajit Basu assumed the charge of the post of Director (Projects) w.e.f. January 01, 2021.

Subsequently, the Board of Directors had confirmed the appointment of Shri Biswajit Basu, Director (Projects) of the Company as an additional director w.e.f. January 01, 2021 in terms of Section 161 of the Act till the date of the next AGM.

As the tenure of Shri Biswajit Basu as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Projects) of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from Shri Biswajit Basu along with the deposit of

requisite amount under Section 160 of the Act, proposing his candidature for the office of director of the Company. Shri Biswajit Basu is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except Shri Biswajit Basu and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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. 7** of the Notice.

The Board recommends the Ordinary Resolution as set out at **Item no. 7** of the notice for approval by the shareholders.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors for the financial year 2020-21 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	Power Stations
1	M/s. Dhananjay V. Joshi & Associates., Delhi*	Chutak and Nimmo Bazgo
2	M/s. ABK & Associates, Gurgaon	Chamera-I, Sewa-II and Parbati-III
3	M/s. Narasimha Murthy & Co., Delhi	Uri-I, Uri-II and Kishanganga
4	M/s. R.M. Bansal & Co, Delhi	Bairasiul, Chamera-II and Chamera-III
5	M/s. K.G. Goyal & Co, Jaipur	Dulhasti, Salal and Wind Power Project, Jaisalmer
6	M/s. AJS and Associates, Dehradun	Tanakpur, Dhauliganga and Parbati-II**
7	M/s. Bandyopadhyaya Bhaumik & Co., Kolkata	Rangit, Teesta-V and Solar Power Project, Tamil Nadu
8	M/s. Y.S. Thakar & Co., Asansol, WB	Loktak, TLDP-III and TLDP-IV

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

** Appointment in respect of Parbati-II project was subject to it's becoming commercially operative during the financial year 2020-21.

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 2020-21.

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. 8** 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. 8** of the notice for approval by the shareholders.

Item No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors for the financial year 2021-22 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	Power Stations
1	M/s. Dhananjay V. Joshi & Associates., Delhi*	Tanakpur, Dhauliganga
2	M/s. ABK & Associates, Gurgaon	Uri-I, Uri-II and Kishanganga
3	M/s. Narasimha Murthy & Co., Delhi	Chamera-I, Sewa-II and Parbati-III
4	M/s. R.M. Bansal & Co, Delhi	Dulhasti, Salal and Wind Power Project Jaisalmer
5	M/s. K.G. Goyal & Co, Jaipur	Bairasiul, Chamera-II and Chamera-III
6	M/s. AJS and Associates, Dehradun	Chutak, Nimmo Bazgo And Parbati-II**
7	M/s. Bandyopadhyaya Bhaumik & Co., Kolkata	Loktak, TLDP-III and TLDP-IV
8	M/s. Y. S. Thakar & Co., Asansol, WB	Rangit, Teesta-V And Solar Power Project Tamil Nadu

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

** Appointment in respect of Parbati-II project will be subject to it's becoming commercially operative during the financial year 2021-22.

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 2021-22.

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. 9** 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. 9** of the notice for approval by the shareholders.

Item No. 10

NHPC Limited is a Mini-ratna (Category-I) Central Public Sector Enterprise of Government of India with an authorised share capital of ₹ 15,000 crore and is a Listed Company since September, 2009. NHPC is one of the top hydro power developers in India with over 45 years of experience in hydro power sector. NHPC has successfully developed twenty hydro power

stations, one solar power project and one wind power project across the Country. NHPC is presently engaged in the construction of seven hydro-electric projects and two Solar Projects with an aggregate installed capacity of 5,999 MW which includes projects implemented through subsidiary/joint venture companies. Further, projects having aggregate installed capacity of 10787.1 MW on consolidated basis are under clearance/approval stage. NHPC is in rapid capacity addition mode by taking projects of different sources of energy i.e. hydro, renewables etc. These projects are to be financed in debt-equity ratio of 70:30 as per CERC norms. The main constituents of the Company's borrowings are generally in the form of bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc.

As per the requirements of Section 180(1)(c) of the Act, the shareholders of the Company by a special resolution passed through Postal ballot on 9th September, 2014 had authorized Board of Directors to borrow upto ₹ 30,000 Crore i.e. in excess of paid up share capital and free reserves. Keeping in view of fund requirements of the Company due to rapid capacity addition programme, the limit of ₹ 30,000 Crore is required to be increased. The tentative debt requirement

for both ongoing projects and new projects up to 2031 as per CAPEX requirements will be approx. ₹ 50,000 Crore, which will exceed paid up share capital, free reserves and securities premium of the Company.

In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution(s), for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital of the Company, its free reserves and securities premium provided that total amount so borrowed (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not at any time exceed ₹ 40,000 Crore.

The Board of Directors of the Company has approved the above proposal and recommends the above proposal for approval of shareholders through Special Resolution.

None of the Directors/Key Managerial Personnel/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 10** of the notice except to the extent of their shareholding interest, if any, in the Company.

Item No. 11

As per the requirements of Section 180(1)(a) of the Act, rules made there under and any other statutory and procedural formalities to

be complied with in this regard, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise.

NHPC is under rapid capacity expansion mode. Accordingly, large portion of capital expenditure requirement of the Company has to be funded by debt by creation of security on the immovable/ movable properties of the Company.

Therefore, it is proposed to authorize Board of Directors of the Company to create mortgage/ charge on immovable and/or movable properties of the Company and /or the whole or substantially the whole of the undertaking(s) of the Company, both present and future, for securing borrowing of funds for the purposes of business of the Company as per the requirements of Section 180(1)(a) of the Act.

The Board of Directors of the Company has approved the above proposal and recommended the above proposal for approval of shareholders through Special Resolution.

None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 11** of the notice except to the extent of their shareholding interest, if any, in the Company.

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

Name	Shri Nikhil Kumar Jain (DIN 05332456)	Shri Yamuna Kumar Chaubey (DIN 08492346)
Date of Birth & Age	March 28, 1962 59 years	May 16, 1963 58 years
Date of first appointment on the Board	February 7, 2017	April 1, 2020
Qualification	He holds a Bachelors' degree in Industrial Engineering from IIT Roorkee and Bachelors' degree in Law from Delhi University.	He holds a Bachelors' degree in Civil Engineering from IIT, Kharagpur.
Expertise in specific functional area	Prior to joining NHPC, Shri Jain was Director (Personnel) of Air India Limited. Shri Jain has a vast and rich experience of almost three decades in both the Government and Public Sector. He joined the Indian Railways as an Indian Railway	Prior to joining the Board of NHPC Limited as Director (Technical), Shri Chaubey was Executive Director in NHPC in-charge of Civil Contracts Division and E&M Contract Division at Corporate Office. Working for more than 35 years in various departments i.e. Contracts, Design & Engineering and

	<p>Personnel Services Officer in 1988. He has worked at different levels in the Railways and as Executive Director (Joint Secretary) in the Ministry of Railways.</p>	<p>Construction Projects of NHPC in various capacities, he possesses experience in all aspects of development of a hydro-project from concept to commissioning and has contributed in development of NHPC.</p> <p>His career spans for more than 25 years in Design & Engineering Division, working in various capacities, in planning & layout engineering for PFR/FR/DPR and construction stage design of hydro-electric/river valley projects. He has to his credit planning and designing of major hydro-projects, namely 540 MW Chamera-I Project (Himachal Pradesh), 60 MW Kurichhu Project (Bhutan), 231 MW Chamera-III Project (Himachal Pradesh), 2000 MW Subansiri Lower project (Arunachal Pradesh), 2880 MW Dibang Multi-Purpose Project (Arunachal Pradesh).</p> <p>He has also worked in construction of two prestigious projects of NHPC i.e. 540 MW Chamera-I Project, Himachal Pradesh - executed in collaboration with SNC/ACRES of Canada and 480 MW Uri HE Project, UT of J&K - executed on turn-key basis by Uri Civil - a Swedish Consortium.</p>
Directorship held in other companies	NIL	<p>a. Bundelkhand Saur Urja Limited</p> <p>b. Chenab Valley Power Projects Private Limited</p> <p>c. Ratle Hydroelectric Power Corporation Limited</p>
Membership / Chairmanship of Committees across all companies*	<p>➤ NHPC Limited</p> <p>a. Audit Committee- Member</p> <p>b. Stakeholders' Relationship Committee-Member</p>	<p>➤ NHPC Limited</p> <p>a) Audit Committee- Member</p> <p>b) Stakeholders' Relationship Committee-Member</p>
Terms and conditions of appointment/ re-appointment and their remuneration	As decided by Government of India.	As decided by Government of India.
Attendance in Board Meetings held during FY 2020-21	<p>Number of meetings held: 11</p> <p>Number of meetings attended: 11</p>	<p>Number of meetings held: 11</p> <p>Number of meetings attended: 11</p>
Number of shares held in NHPC (31.07.2021)	NIL	NIL

*In line with Regulation 26 of SEBI LODR, membership/chairmanship of the Audit Committee and Stakeholders' Relationship Committee has only been taken into consideration.

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

Name	Shri Rajendra Prasad Goyal (DIN 08645380)	Shri Biswajit Basu (DIN 09003080)
Date of Birth & Age	August 8, 1965 56 years	December 30, 1963 57 years
Date of first appointment on the Board	October 1, 2020	January 1, 2021
Qualification	He is a member of the Institute of Cost Accountants of India and also holds a Master's Degree in Commerce from the University of Rajasthan, Jaipur.	He is graduated from Tripura Engineering College (Now NIT, Agartala) in Electrical Engineering in year 1986.
Expertise in specific functional area	<p>Shri Goyal started his career in NHPC as Senior Accountant on 18th November 1988. He initially joined at Salal Project and thereafter worked at Chamera-I Project, Dulhasti Project, Regional Office, Jammu and Corporate Office, Faridabad in various capacities. Sh. 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.</p> <p>Sh. Goyal has vast experience of more than 32 years in NHPC Ltd. 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.</p>	<p>Shri Basu has diverse experience of more than 33 years in the field of Hydro Power and is associated with NHPC Limited since October, 1987 and steadily climbed up the professional ladder to current position with utmost sense of responsibility, ethics and dedication. In his present assignment as Director (Projects), Shri Basu is in-charge of all NHPC projects which are under construction and pre-construction stages. This includes hydro as well as renewable energy projects. Major functions of Corporate Office viz. Project Monitoring & Support Group (PMSG), IT&C, Construction Equipment Planning (CEP), Arbitration, Renewable Energy, and CSR also come under his ambit.</p> <p>Prior to joining NHPC Board, Shri Basu has served NHPC in various capacities and contributed to most of the projects of NHPC during Construction and O&M Stages. During his stint, he worked as Head of Project of various projects including Chutak Power Station, Loktak Power Station, Dibang Multipurpose Project and Dhauliganga Power Station. He has also worked as CEO of Loktak Downstream Hydroelectric Corporation Limited (LDHCL). During the commissioning of TLDP – III Power Station he was the In-charge of Commissioning Team. He has attended various international Training programs across the countries like Sweden and France under Transfer of Technology Program.</p>

Directorship held in other companies	<ol style="list-style-type: none"> 1. Chenab Valley Power Projects Private Limited 2. Loktak Downstream Hydroelectric Corporation Limited 3. Ratle Hydroelectric Power Corporation Limited 4. NHDC Limited 	<ol style="list-style-type: none"> 1. Lanco Teesta Hydro Power Limited 2. Bundelkhand Saur Urja Limited 3. Ratle Hydroelectric Power Corporation Limited 4. Jalpower Corporation Limited
Membership / Chairmanship of Committees across all companies*	<ol style="list-style-type: none"> 1. NHPC Limited- Stakeholders' Relationship Committee- Chairman 2. NHDC Limited- Audit Committee- Chairman 3. Loktak Downstream Hydroelectric Corporation Limited- Audit Committee- Chairman 	NHPC Limited- Stakeholders' Relationship Committee- Member
Terms and conditions of appointment/ re-appointment and their remuneration	As decided by Government of India.	As decided by Government of India.
Attendance in Board Meetings held during FY 2020-21	<p>Number of meetings held: 6</p> <p>Number of meetings attended: 6</p>	<p>Number of meetings held: 2</p> <p>Number of meetings attended: 2</p>
Number of shares held in NHPC (31.07.2021)	17,488	9,000

* In line with Regulation 26 of SEBI LODR, membership/chairmanship of the Audit Committee and Stakeholders' Relationship Committee has only been taken into consideration.

<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 IT Act. A copy of the valid tax residency certificate for..... <period>, along with Form 10F which is valid as on the record date (September 17, 2021), 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 page>

Authorised Signatory

<Name of the person signing>

<Designation of the person signing>