

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 44th Annual General Meeting ("AGM") of the members of NHPC Limited will be held on **Tuesday, the 29th day of September, 2020 at 3.00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at NHPC Office Complex, Sector 33, Faridabad, Haryana-121003.

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, along with the Board's Report, the Report of Auditors' 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, 2020, 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 2019-20.
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 Mahesh Kumar Mittal, Director (Finance) (DIN 02889021), 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 2020-21 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 2020-21;

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 Abhay Kumar Singh (DIN 08646003), as Chairman and Managing Director 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 Abhay Kumar Singh (DIN 08646003), who was appointed as Chairman and Managing Director of the Company by the President of India and subsequently appointed as an additional director by the Board of Directors with effect from February 24, 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 Chairman and Managing Director of the Company, not liable to retire by rotation, on the terms & conditions as determined by the Government of India."

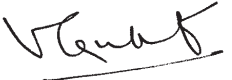
7. To appoint Shri Yamuna Kumar Chaubey (DIN 08492346), as Director (Technical) of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Yamuna Kumar Chaubey (DIN 08492346), who was appointed

as Director (Technical) of the Company by the President of India and subsequently appointed as an additional director by the Board of Directors with effect from April 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 (Technical) of the Company, liable to retire by rotation, on the terms & conditions as determined by the Government of India."

By the order of the Board of Directors


(Vijay Gupta)
Company Secretary

Date: September 01, 2020

Regd. Office:

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

NOTES:

1. Pursuant to the general circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs ("MCA") and circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC/OAVM.
2. As per the provisions of Companies Act, 2013 ("the Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available.
3. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
4. Since the AGM will be held through VC / OAVM, the route map to the venue of AGM is not annexed with this notice.
5. A statement pursuant to Section 102(1) of the Act, relating to the special business to be transacted at the AGM is annexed hereto.
6. In terms of relevant provisions of the Act, Shri Nikhil Kumar Jain, Director (Personnel) (DIN: 05332456) and Shri Mahesh Kumar Mittal, Director (Finance) (DIN 02889021) 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 Mahesh Kumar Mittal as per the order of Ministry of Power is up to February 6, 2022 and September 30, 2020 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") is annexed hereto and forms part of the notice.
7. In compliance with the circulars, notice of the AGM along with the Annual Report 2019-20 is to be sent through electronic mode to those members whose e-mail addresses are registered with the Depositories/ Registrar and Share Transfer Agent (RTA) i.e M/s KFin Technologies Private Limited (KFin)/ Company. The Annual Report along with notice of AGM is being sent to members, whose names appear in the Register of Members/ List of Beneficial Owners as on the close of business hours on Friday, August 21, 2020. Members may note that the notice of AGM and Annual Report 2019-20 will be available on the Company's website www.nhpcindia.com, websites of the 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.
8. Members who have not registered their e-mail addresses so far, are requested to register it with their respective Depository Participant (DP) (in case of electronic holding) or with RTA (Email ID: balaji.reddy@kfintech.com)/ Company (Email ID: agm2020@nhpc.nic.in) (in case of physical holding), by providing necessary details like folio number, name of shareholder along with 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), for receiving all communications including Annual Report, notices etc. from the Company electronically.
9. The Register of Directors & Key Managerial Personnel (KMP) and their shareholding and register of contracts and arrangements in which directors are interested will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic 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 agm2020@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 25, 2020 through e-mail at investorcellnhpc@gmail.com. The same will be replied by the company suitably.
10. 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 agm2020@nhpc.nic.in from Monday, September 21, 2020 to Thursday, September 24, 2020. 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 speakers depending on the availability of time and smooth conduct for the AGM.

11. The register of members and share transfer books of the Company will remain closed from Saturday, September 19, 2020 to Tuesday, September 29, 2020 (both days inclusive).
12. The Board of Directors, in their meeting held on February 7, 2020, had declared an interim dividend @ 11.80% (₹ 1.18 per equity share excluding dividend distribution tax) on the paid-up equity share capital of the Company which was paid in March, 2020. Further, the Board of Directors in their meeting held on June 27, 2020 had recommended a final dividend @ 3.20% (₹ 0.32 per equity share) on the paid-up equity share capital of the Company for the financial year 2019-20. The Company has fixed Friday, September 18, 2020 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.
13. The final dividend shall be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, payment through dividend warrants/demand drafts/cheques will be sent at their registered addresses upon normalization of postal services. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the circulars. To avoid delay in receiving the dividends, members are requested to update their KYC details with their respective DP (in case of electronic holding) or with the RTA (in case of physical holding), to receive dividend directly into their bank account.
14. Pursuant to Finance Act, 2020, dividend income shall be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company shall be required to deduct Tax At Source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). 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 Agents - KFin Technologies Private Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A. For Resident Shareholders:

- (i) TDS shall be deducted at the rate of 7.5% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the financial year 2020-21 provided valid PAN is registered by the shareholders. If the valid PAN is not registered, the TDS shall be deducted at the rate of 20% under Section 206AA of the IT Act.
- (ii) However, no tax shall 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/-.
- (iii) 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.
- (iv) In case of resident insurance companies, no TDS shall be deducted upon furnishing of declaration that they are beneficial owners of shares held.

B. For Non- resident shareholders:

- (i) Tax is required to be withheld in accordance with the provisions of Section 195 of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the IT Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("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:
 - (a) Self-attested copy of PAN allotted by the Indian Income Tax Authorities;
 - (b) 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 2020-21);
- (c) Self-declaration in Form 10F;
- (d) Self-declaration to the following effect:
- shareholder is and will continue to remain a tax resident of the country of its residence during the financial year 2020-21;
 - shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - shareholder does not have a taxable presence or a permanent establishment in India during the financial year 2020-21 in accordance with the applicable DTAA.
- (ii) Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders.
- (iii) Notwithstanding the above, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs) under Section 196D of the IT Act. Such TDS rate shall not be reduced on account of the application of the lower DTAA rate, if any.
- C. Aforementioned documents are required to be uploaded by shareholders on the KFin Technologies Private Limited (Registrar & Transfer Agent of the Company) portal <https://ris.kfintech.com/form15/> or should be submitted by e-mail at einward.ris@kfintech.com or investorcellnhpc@gmail.com for claiming TDS exemption/lower deduction by 11:59 P.M. IST on September 25, 2020. No communication would be accepted from shareholders after the said date regarding nil/lower tax matters.
- D. 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.
- E. Shareholders may note that, since the tax consequences are dependent on facts and circumstances of each case, they are advised to consult their own tax consultant with respect to specific tax implications arising out of receipt of dividend.
15. Members are requested to note that dividend 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 from the Company, within the stipulated time. The members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim by making an online application to the IEPF Authority in e-Form No. 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.
16. Members holding shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send their share certificates to RTA for consolidation into a single folio.
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. Members are also requested to quote their Folio/Client ID & DP ID No. in all correspondences with the Company.
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. In order to prevent fraudulent transactions, members are advised to exercise due care and notify the company about the changes due to demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. As per Regulation 40 of SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Accordingly, to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact RTA/ Company for assistance in this regard.
21. 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 07, 2020 has appointed M/s K.G. Somani & Co., New Delhi, M/s Lodha & Co., Kolkata and M/s Arora Vohra & Co., Jammu as Joint Statutory Auditors of the Company for the financial year 2020-21. The members of the Company in their 43rd AGM, held on September 23, 2019, had authorized Board of Directors to fix remuneration of the Joint Statutory Auditors for the financial year 2019-20. The Board of Directors had approved a sum of ₹ 67 lakhs as Annual Audit Fee, which comprises ₹ 63 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 2019-20. The members may consider and authorize the Board to fix an appropriate remuneration to Joint Statutory Auditors for the financial year 2020-21.
22. None of the directors of the Company is in any way related to each other.

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 circulars, the Company is providing facility of remote e-voting to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system 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 i.e. 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. Tuesday, September 22, 2020 shall only be entitled to participate at the AGM and avail the facility of remote e-voting or e-voting at 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. Voting rights shall be reckoned on the paid up value of shares registered in the name of member/ beneficial owner (in case of electronic holding) as on the cut-off date i.e. Tuesday, September 22, 2020
5. The Board of Directors has appointed Shri Suman Kumar of M/s Suman Kumar & Associates, New Delhi, e-mail address: sumankrcs@gmail.com as Scrutinizer to scrutinize e-voting process in a fair and transparent manner.

6. 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, 2020.
7. The result of electronic voting shall be declared within 48 hours from the conclusion of the AGM. The result declared along with consolidated 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 AM (IST) on Saturday, September 26, 2020 and will end at 5:00 PM (IST) on Monday, September 28, 2020**. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 DP ID 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. Your password details 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, as the case may be. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned above in Note No. 8 of the notice.

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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 sumankrcs@gmail.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.: 1800-222-990 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-400013, 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 the voting by electronic means and for technical assistance before or during the AGM.

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/ shareholders, 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that, to avoid last minute rush, the members who do not have the User ID and Password for e-Voting or have forgotten the User ID or Password may retrieve it by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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.

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. 9/1/2018-NHPC dated February 24, 2020 has appointed

Shri Abhay Kumar Singh (DIN 08646003) to the post of Chairman and Managing Director of the Company from the date of his assumption of charge of the post till the date of his superannuation i.e. August 31, 2022 or until further orders, whichever is earlier. Shri Abhay Kumar Singh assumed the charge of the post of Chairman and Managing Director w.e.f. February 24, 2020.

Subsequently, the Board of Directors had confirmed the appointment of Shri Abhay Kumar Singh as Chairman & Managing Director of the Company as an additional director w.e.f. February 24, 2020 in terms of Section 161 of the Act till the date of the next AGM.

As the tenure of Shri Abhay Kumar Singh 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 Chairman and Managing Director 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 Abhay Kumar Singh 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 Abhay Kumar Singh 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 Abhay Kumar Singh 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 commends 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. 09/01/2019-NHPC dated January 22, 2020 has appointed Shri Yamuna Kumar Chaubey (DIN 08492346) to the post of Director (Technical) of the Company from the date of his assumption of charge of the post on or after April 01, 2020 till the date

of his superannuation i.e. May 31, 2023, or until further order, whichever is earlier. Shri Yamuna Kumar Chaubey assumed the charge of the post of Director (Technical) w.e.f April 01, 2020.

Subsequently, the Board of Directors had confirmed the appointment of Shri Yamuna Kumar Chaubey as Director (Technical) of the Company as an additional director w.e.f April 01, 2020 in terms of Section 161 of the Act till the date of the next AGM.

As the tenure of Shri Yamuna Kumar Chaubey 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 (Technical) 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 Yamuna Kumar Chaubey 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 Yamuna Kumar Chaubey 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 Yamuna Kumar Chaubey 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 commends the Ordinary Resolution set out at **Item No. 7** of the notice for approval by the shareholders.

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

Name	Shri Abhay Kumar Singh (DIN 08646003)	Shri Nikhil Kumar Jain (DIN 05332456)
Date of Birth & Age	August 08, 1962 58 years	March 28, 1962 58 years
Date of first appointment on the Board	February 24, 2020	February 7, 2017
Qualification	He is a Graduate in Civil Engineering from National Institute of Technology, Durgapur (formerly Regional Engineering College, Durgapur)	He holds a Bachelors' degree in Industrial Engineering from IIT Roorkee and Bachelors' degree in Law from Delhi University.
Expertise in specific functional area	Shri Singh has 35 years of extensive experience in Hydro Sector. Shri Singh began his professional career as Probationary Executive in NHPC in the year 1985. Driven by a passion to succeed and possessing the requisite talent, Shri Singh steadily rose upto the ranks. During this period he was associated with several marquee projects that underscored NHPC's standing as the premier hydro power developer in the country. He played key role in execution of projects like Tanakpur, Dhauliganga, Teesta Low Dam stage-IV, Parbati-II, Parbati-III and Kishanganga. As the head of the Renewable Energy Division, he spearheaded NHPC's efforts in diversification in Solar and wind space.	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 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.

	During his long association with NHPC, Shri Singh has served the organization with notable contributions. Shri Singh is well versed with all the facets of hydro power development and has worked across domains like project monitoring and planning, Business Development besides his expertise area of project construction. He has always put emphasis on adopting new technologies for enhancing the project execution capabilities of the organization.	
Directorship held in other companies	1. NHDC Limited 2. Loktak Downstream Hydro-electric Corporation Limited	NIL
Membership / Chairmanship of Committees across all companies*	NIL	NHPC Limited Committee on Corporate Social Responsibility (CSR) and Sustainability–Member
Terms and conditions of appointment/re-appointment and their remuneration	As decided by Government of India.	As decided by Government of India.
No. of Board Meetings attended during FY 19-20	1	9
Number of shares held in NHPC (31.07.2020)	16,425	NIL

*details of only statutory committees have been provided.

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

Name	Shri Mahesh Kumar Mittal (DIN 02889021)	Shri Yamuna Kumar Chaubey (DIN 08492346)
Date of Birth & Age	September 11, 1960 59 years	May 16, 1963 57 years
Date of first appointment on the Board	March 1, 2017	April 1, 2020
Qualification	He is M.Com (Gold medalist) and Masters in Financial Management (Previous). He is also a Fellow member of the Institute of Cost Accountants of India and a Fellow Member of the Institute of Company Secretaries of India.	He holds a bachelors' degree in Civil Engineering from IIT, Kharagpur.

Expertise in specific functional area	<p>Shri Mittal has a rich experience of over three decades in the field of Finance, Accounting, Taxation and Regulatory matters. Prior to joining NHPC, Shri Mittal was Director (Finance) at Dedicated Freight Corridor Corporation of India Limited. He had also worked as General Manager (Finance) at Rural Electrification Corporation Limited, Director (Finance) at Hindustan Organic Chemicals Limited and Chief Accounts Officer & Company Secretary at Haryana Vidyut Prasaran Nigam Limited.</p>	<p>Prior to joining the Board of NHPC Limited, Shri Chaubey was Executive Director in NHPC Limited in-charge of Civil Contracts Division and E&M Contract Division at Corporate Office.</p> <p>Working for more than 34 years in various departments i.e. Contracts, Design & Engineering and 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 Limited.</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>
Directorship held in other companies	<ol style="list-style-type: none"> Chenab Valley Power Projects Private Limited PTC India Limited 	Bundelkhand Saur Urja Limited
Membership / Chairmanship of Committees across all companies*	<ol style="list-style-type: none"> NHPC Limited <ol style="list-style-type: none"> Committee on Corporate Social Responsibility (CSR) & Sustainability – Member Stakeholders' Relationship Committee - Member Chenab Valley Power Projects Private Limited <ol style="list-style-type: none"> Corporate Social Responsibility (CSR) Committee – Member 	<ol style="list-style-type: none"> NHPC Limited <ol style="list-style-type: none"> Risk Management Committee - Member Committee on Corporate Social Responsibility (CSR) and Sustainability - Member
Terms and conditions of appointment/re-appointment and their remuneration	As decided by Government of India.	As decided by Government of India.
No. of Board Meetings attended during FY 19-20	10	N.A.
Number of shares held in NHPC (31.07.2020)	NIL	NIL

*details of only statutory committees have been provided.