



NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121 003

CIN: L40101HR1975GOI032564

Tel No: 0129-2588110

Website: www.nhpcindia.com

Fax No: 0129-2278018

Email ID: companysecretary@nhpc.nic.in

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the members of NHPC Limited will be held on **Monday, the 23rd day of September, 2019 at 11.00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana -121 003** 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, 2019, 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, 2019, 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 2018-19.
3. To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), 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 2019-20 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 2019-20.

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 ratify the remuneration of the Cost Auditors for the financial year 2019-20 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 the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2019-20, be and is hereby ratified as under:

- (a) ₹ 75,000/- per power station (excluding TA/DA, taxes and duties).
- (b) ₹ 75,000/- excluding 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."



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7. **To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Prof. (Smt.) Kanika T. Bhal (DIN 06944916), who was re-appointed as Independent Director, by the President of India vide order no. 20/6/2017-Coord. dated November 22, 2018 issued by Ministry of Power for a period of one year from the date of completion of tenure i.e. November 17, 2018 or until further orders whichever is earlier and subsequently appointed as an Additional Director by the Board of Directors with effect from November 18, 2018, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company on terms & conditions as may be fixed by the Government of India."

8. **To re-appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Satya Prakash Mangal (DIN 01052952), who was re-appointed as Independent Director, by the President of India vide order no. 20/6/2017-Coord. dated November 22, 2018 issued by Ministry of Power for a period of one year from the date of completion of tenure i.e. November 17, 2018 or until further orders whichever is earlier and subsequently appointed as an Additional Director by the Board of Directors with effect from November 18, 2018, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company on terms & conditions as may be fixed by the Government of India."

9. **To re-appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Prof. Arun Kumar (DIN 07346292), who was re-appointed as Independent Director, by the President of India vide order no. 20/6/2017-Coord. dated November 22, 2018 issued by Ministry of Power for a period of one year from the date of completion of tenure i.e. November 17, 2018 or until further orders whichever is earlier and subsequently appointed as an Additional Director by the Board of Directors with effect from November 18, 2018, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company on terms & conditions as may be fixed by the Government of India."

By the order of the Board of Directors

(Vijay Gupta)
Company Secretary

Date: August 2, 2019
Regd Office: NHPC Office Complex,
Sector-33, Faridabad-121 003, Haryana
CIN: L40101HR1975GOI032564



NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Companies Act), relating to the special businesses to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, SUCH PROXY/ PROXIES NEED NOT BE MEMBER(S) OF THE COMPANY. IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF ANNUAL GENERAL MEETING (AGM). BLANK PROXY FORM IS ATTACHED HERewith.**

Pursuant to the relevant provisions of the Companies Act, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy shall not have right to speak on any business item in the meeting.

3. A member entitled to vote at the meeting of the Company or any resolution to be moved thereat shall be entitled to inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
4. The register of members and share transfer books of the Company will remain closed from Saturday, September 14, 2019 to Monday, September 23, 2019 (both days inclusive).
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to forward a certified copy of the Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
6. In terms of relevant provisions of the Companies Act, Shri Ratish Kumar, Director (Projects) (DIN: 06852735) and Shri Janardan Choudhary, Director (Technical) (DIN: 07871968) are liable to retire by rotation at the meeting and being eligible, offer themselves for re-appointment. The tenure of Shri Ratish Kumar and Shri Janardan Choudhary as per the order of the Ministry of Power is up to December 31, 2020 and March 31, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR], is annexed hereto and forms part of the Notice.
7. Notice of 43rd AGM and Annual Report 2018-19 is being sent by electronic mode to those shareholders whose registered e-mail addresses are available with the Depository Participants (DPs) / Registrar and Share Transfer Agent (RTA) i.e M/s Karvy Fintech Private Limited (Karvy) / Company. These documents will also be available on the website of the Company www.nhpcindia.com. Printed copies of the Notice of 43rd AGM and Annual Report 2018-19 will be sent to those members, whose e-mail addresses are not available with DP/RTA/Company. Physical copies of the documents relating to Notice including audited financial statements of the subsidiary companies will be available at the Company's registered office at Faridabad for inspection between 11:00 A.M. to 1:00 P.M. on working days (barring Saturdays, Sundays and Public Holidays) prior to the AGM.
8. Members who have not registered their e-mail addresses so far, are requested to register it with their respective DP (in case of electronic holding) or with RTA/ Company (in case of physical holding), for receiving all communication including Annual Report, Notices etc. from the Company electronically. The e-communication registration form is given in Annual Report 2018-19. Even after registering for e-communication, members are entitled to receive such communication in physical form, by requesting to Company Secretary at companysecretary@nhpc.nic.in through post at free of cost.
9. In accordance to relevant provisions of the Companies Act read with general circular no. 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
10. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to Shri Mahesh Kumar Mittal, Director (Finance) (DIN 02889021) or Shri Anuj Kapoor, General Manager (Finance) & Chief Investor Relations Officer of the Company, at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.



11. The Board of Directors, in its meeting held on February 8, 2019, had declared an Interim Dividend @ 7.10% (Re 0.71 per equity share) on the paid-up equity share capital of the Company which was paid in March, 2019. The Board of Directors, in its meeting held on May 27, 2019, had further recommended a final dividend @ 7.50% (Re. 0.75 per equity share) on the paid-up equity share capital of the Company for the financial year 2018-19. The final dividend, if declared at the AGM, will be paid before the due date as per the provisions of the Companies Act to the members or their mandates whose names appear in the Register of Members of the Company on September 23, 2019 in respect of physical shares. In respect of dematerialized shares, the final dividend shall be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by M/s National Securities Depository Limited (NSDL) and M/s Central Depository Services (India) Limited (CDSL) at the close of business hours on September 13, 2019. Members who have not encashed or not received their dividend warrants may approach RTA for revalidating the warrants or for obtaining duplicate warrants.
12. The Annual Report along with Notice of AGM is being sent to the members, whose names appear in the Register of Members/beneficial owners as at the close of business hours on Friday, July 26, 2019. Members are requested to note that:
 - a. copies of Annual Report will not be distributed at the AGM, therefore, bring their copies of Annual Report, notice along with attendance slip duly completed and signed, at the meeting.
 - b. in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - c. quote their Folio/ Client ID & DP ID No. in all correspondences.
 - d. **due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the auditorium.**
 - e. no gifts/coupons will be distributed at the AGM.
 - f. entry is restricted to members or registered proxy holders. Accordingly, members are requested to register their proxies before stipulated time.
13. Pursuant to the provisions of the Companies Act, the Company has transferred the unpaid or unclaimed dividend for the financial year 2010-11 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying as on September 27, 2018 (date of last AGM) on its website (www.nhpcindia.com) and also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in). The unclaimed final dividend for the financial year 2011-12 will be due for transfer to the IEPF on or before November 15, 2019. Members are requested to claim the amount lying in unpaid/unclaimed account at the earliest.
14. Attention of the members is drawn to the relevant provisions of the Companies Act which require a Company to transfer in the name of IEPF Authority, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. Members are advised to visit the web-link: <http://www.nhpcindia.com/Default.aspx?id=278&lg=eng> to check details of shares transferred to IEPF authority. The procedure for claiming shares from IEPF account is also available on the website. Shareholders/beneficial owners are requested to submit their claim to RTA without any delay or they may contact Shri Saroj Kumar Roy, Senior Manager (Finance) & Nodal Officer for IEPF at NHPC Office Complex, 4th Floor, Jyoti Sadan, Sector-33, Faridabad, Haryana -121 003.
15. **Beneficial owners holding shares in demat form are requested to update their bank particulars, e-mail ID and residential address with their respective DPs to facilitate payments and communication. Members holding shares in physical form are requested to inform any change in their bank particulars, PAN, e-mail ID and residential address immediately to the RTA / Company.** Members holding shares in physical form, who do not wish to opt for ECS facility, may mail their bankers' name, branch address and account number to RTA to enable them to print these details on the dividend warrants.
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. 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.



18. In order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any 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.
19. As per relevant provisions of SEBI LODR, 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.
20. Pursuant to Section 139 of the Companies 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 Companies Act. The CAG has re-appointed M/s Lodha & Co., Kolkata, M/s Arora Vohra & Co., Jammu and M/s DSP & Associates, New Delhi as Joint Statutory Auditors of the Company for the financial year 2019-20 vide their letter dated July 31, 2019. The members of the Company in their 42nd AGM held on September 27, 2018 had authorized Board of Directors to fix remuneration of the Joint Statutory Auditors for the financial year 2018-19. 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 it, fees towards limited review of quarterly financial results @23% for each quarter and 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 2018-19. The members may consider and authorize the Board to fix an appropriate remuneration to Joint Statutory Auditors for the financial year 2019-20 as may be deemed fit by the Board.
21. 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 at the Company's registered office at Faridabad for inspection between 11:00 A.M. to 1:00 P.M. on working days (barring Saturdays, Sundays and Public Holidays) prior to the AGM and at the meeting.
22. None of the Directors of the Company is in any way related to each other.
23. **A route map to the venue of AGM is annexed with this notice. Further, pick and drop facility is being provided by the Company at NHPC Chowk Metro Station (Gate No. 1) for the convenience of the shareholders.**
24. In compliance to the relevant provisions of SEBI LODR as well as of the Companies Act, the Company is offering remote e-voting facility to all the members of Company in respect of items to be transacted at this AGM. User ID and Password including instructions for e-voting are given in e-voting communication form sent along with this notice. All members are requested to read instructions for e-voting carefully before casting their e-vote.
25. Member(s) can opt for only one mode of voting i.e. either physical voting at the AGM or voting through electronic means. A member, who has voted through e-voting mechanism, is not debarred from participating in the AGM. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.

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

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors for the financial year 2019-20 to conduct the audit of cost records of Company on the remuneration of ₹ 75,000/- per power station (excluding TA/DA, taxes and duties):

S. No.	Name of the Firm	Allocation of the power stations
1.	M/s Chandra Wadhwa & Co., Delhi*	Dulhasti and Salal
2.	M/s Balwinder & Associates, Mohali, Punjab	Chamera-II, Chamera-III and Sewa-II
3.	M/s Sanjay Gupta & Associates, Delhi	Uri-I, Uri-II and Kishanganga
4.	M/s K.L. Jaisingh & Co, Noida	Dhauliganga, Wind Power Project (Jaisalmer) and Tanakpur
5.	M/s K.G. Goyal & Associates, Jaipur	Chamera-I, Bairasiul and Parbati-III
6.	M/s R.J. Goel & Co., Delhi	Chutak, Nimmo Bazgo and Parbati-II**
7.	M/s DGM & Associates, Kolkata	Rangit, Teesta-V and TLDP-III
8.	M/s Niran & Co., Kolkata	Loktak, TLDP-IV and 50 MW Solar Power Project (Tamil Nadu)



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*M/s Chandra Wadhwa & Co., Delhi has also been appointed as Lead Cost Auditor at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) plus taxes and duties for consolidation and submission of cost audit report.

**Appointment in respect of Parbati-II project would be subject to it's becoming commercial operative during the financial year 2019-20.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies 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 2019-20.

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. 6** of the notice except to the extent of their shareholding in the Company.

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

Item Nos. 7 to 9

Ministry of Power vide its order no. 20/6/2017-Coord. dated November 22, 2018 had re-appointed Prof. (Smt.) Kanika T. Bhal (DIN 06944916), Shri Satya Prakash Mangal (DIN 01052952) and Prof. Arun Kumar (DIN 07346292) as non-official Independent Directors on the Board of the Company for a period of one year from the date of completion of their tenure i.e. w.e.f. November 17, 2018 or until further orders, whichever is earlier. Accordingly, Board of Directors has re-appointed Prof. (Smt.) Kanika T. Bhal, Shri Satya Prakash Mangal and Prof. Arun Kumar as Additional Directors w.e.f. November 18, 2018 till the date of next AGM under the provisions of Section 161 of the Companies Act read with Articles of Association of the Company.

As the tenure of Prof. (Smt.) Kanika T. Bhal, Shri Satya Prakash Mangal and Prof. Arun Kumar as Additional Directors is expiring on the date of ensuing AGM pursuant to Section 161(1) of the Companies Act, approval of shareholders is being sought to confirm their directorship and re-appoint them as Independent Directors of the Company for second term on the terms and conditions determined by the Government of India.

The Company has received a notice for candidature in writing from Prof. (Smt.) Kanika T. Bhal, Shri Satya Prakash Mangal and Prof. Arun Kumar, who have proposed themselves to be re-appointed as an Independent Director of the Company. The Company has also received a declaration from Prof. (Smt.) Kanika T. Bhal, Shri Satya Prakash Mangal and Prof. Arun Kumar that they meet the criteria of Independence as prescribed both under sub-section (6) of Section 149 read with Schedule IV of the Companies Act and Regulation 16 of SEBI LODR and they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act.

Brief resume of above directors, 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.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Prof. (Smt.) Kanika T. Bhal, Shri Satya Prakash Mangal and Prof. Arun Kumar be re-appointed as Independent Directors for the balance term i.e. upto November 17, 2019 as per Ministry of Power's Order dated November 22, 2018. The order of Ministry of Power dated November 22, 2018 is available for inspection by members at the Registered Office of the Company during business hours of the Company.

Save and except Prof. (Smt.) Kanika T. Bhal, Shri Satya Prakash Mangal and Prof. Arun Kumar and their 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 resolutions set out at **Item Nos. 7 to 9** of the notice.

The Board commends the Special Resolutions set out at **Item Nos. 7 to 9** of the notice for approval by the shareholders.

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

Name	Shri Ratish Kumar (DIN 06852735)	Shri Janardan Choudhary (DIN 07871968)
Date of Birth & Age	December 8, 1960 58 years	March 15, 1960 59 years
Date of first appointment on the Board	January 6, 2016	July 5, 2018
Qualification	He holds a bachelor's degree in Electrical Engineering from GB Pant University of Agriculture and Technology, Pantnagar, Uttarakhand.	He holds a bachelors' degree in Electrical Engineering from Bihar Institute of Technology, Sindri (Jharkhand).
Expertise in specific functional area	He has over 36 years of diverse experience in the field of Hydro Power and associated with NHPC since 1982 where he climbed up the professional ladder with utmost sense of responsibility, ethics and dedication. He has excellent command in construction & erection of Hydro power Plants, Design & Engineering of E&M equipments, layout of hydro power projects including all other aspects related to hydro generation. He is in-charge of all NHPC projects which are under construction and pre-construction stages. These includes hydro as well as solar & wind renewable energy projects. He is also responsible for Joint-ventures and Consultancy Assignments being undertaken by the Company. In addition, major functions viz. Contracts, Arbitration, Project Monitoring & Support Group and Design (E&M) also come under his ambit.	He has over 34 years of rich experience in implementation of hydro projects, encompassing all areas of hydropower development from inception to commissioning and operation and maintenance. Prior to joining NHPC board, he held the position of Executive Director (O&M) and has been instrumental in optimizing the operational performance of the Power Stations within the regulatory framework. He was also associated in finalization of DPR for R&M (Life Extension) of Bairasiul and Loktak power stations. Shri Choudhary was actively involved in detailed design & engineering, preparation of Power potential & optimization studies, and preparation of Detailed Project Reports (DPR) for E&M equipment of many projects. He was involved in erection, testing & commissioning activities of Tanakpur, Rangit and Kurichhu projects and has also been associated with NHPC's consultancy assignments for many projects as 1200 MW Tamanthi in Myanmar, 720 MW Mangdechhu and 60 MW Kurichhu in Bhutan.
Directorship held in other companies	Bundelkhand Saur Urja Limited	NIL
Membership / Chairmanship of Committees across all companies*	NHPC Limited a) Risk Management Committee- Member b) Committee on Corporate Social Responsibility (CSR) and Sustainability - Member	NHPC Limited a) Risk Management Committee- Member b) 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 18-19	9	8
Number of shares held in NHPC (31.03.2019)	15,986	21,055

*details of only statutory committees have been provided.



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Name	Shri Satya Prakash Mangal (DIN 01052952)	Prof. Arun Kumar (DIN 07346292)	Prof. (Smt.) Kanika T. Bhal (DIN 06944916)
Date of Birth & Age	May 15, 1960 59 years	June 13, 1959 60 Years	October 24, 1964 54 years
Date of first appointment on the Board	November 26, 2015	November 26, 2015	November 26, 2015
Qualification	He is a qualified Chartered Accountant.	He holds Bachelor's degree in Civil Engineering from IIT Roorkee, Masters in Civil Engineering from IISc Bengaluru and holds PhD in Hydro Power Development from IIT Roorkee. He did Diploma studies in Hydro Power Development from NTH, Trondheim (Norway).	She has done PhD from IIT, Kanpur.
Expertise in specific functional area	<p>He has significant experience in Special & Forensic Audit. His forte is determining the optimal route for financial engineering & financial restructuring and revival of project.</p> <p>Shri Satya Prakash Mangal had served as Director of Punjab & Sind Bank and UCO Bank. He is working on project "AAS-आस (HOPE)" (Advance Alert System) for Banking Industry which provide preventive measures for arresting NPA. Shri Mangal has also completed certificate programme on Corporate Governance from Indian Institute of Corporate Affairs.</p> <p>In addition to above, he has wide knowledge of Assurance and Compliances, SEBI Compliance, Risk management.</p>	<p>He has over 37 years of experience in the field of Hydro Power Development and environmental management of river and lakes. He served as Coordinating Lead Author for Hydropower on Special Report on Renewable Energy Sources for Inter-governmental Panel on Climate Change during 2009-11. During his distinguished career, Prof. Kumar had received various awards and recognitions for his exemplary work such as, Cash your Ideas Award by Central Board for Irrigation and Power in 1991, Surya Award from IIRDSS, New Delhi in 2001 and Eminent Engineers Award 2015 from the Institution of Engineers (India)-Uttarakhand State Centre, Eminent Engineer Award from The Institution of Engineers (India) Roorkee in 2017 and Award of Excellence from Himalaya Power Producers Association.</p> <p>He headed the Alternate Hydro Energy Centre (AHEC), IIT Roorkee from 1998 to 2011 and held MNRE Chair Professor (renewable energy) during 2013-18. Prof. Kumar is currently working as Professor of Department of Hydro and Renewable Energy (formally AHEC) IIT, Roorkee.</p>	<p>She is a visiting fellow at Sloan School of Management. She is an expert in behavioural sciences in general and leadership in particular. Besides being a consultant to various organizations like Fifth Central Pay Commission of India, First National Judicial Pay Commission of India, DRDO, UPSC, DGS&D, Ministry of Rural Development, NICD and Ministry of Environment and Forests, she is invited as an expert on Government Committees and is a member of the Academy of Management, USA, Society for Industrial Organization and Psychology and Global Institute of Flexible Systems Management. She has been awarded several awards like Best Professor in Management by Headlines Today 2013, Dr. Hari Singh Gaur Award for excellent Work in Management Education by IES Group of Institutions, Bhopal 2009, Excellence in Teaching Award by IIT, Delhi. Professor Bhal is given the honor of Professor Honorable by Tshwane Institute of Technology, South Africa and was a visiting Professor at Simon Fraser University, Canada. She is currently a Professor of Management, Institute Chair and Dean (Planning) at IIT, Delhi.</p>
Directorship held in other companies	<ol style="list-style-type: none"> NHDC Limited SPMC Business Advisors Private Limited 	NIL	<ol style="list-style-type: none"> AYE Finance Private Limited New Delhi Municipal Council Smart City Limited



Membership / Chairmanship of Committees across all companies*	1. NHPC Limited a) Audit Committee - Chairman b) Risk Management Committee - Chairman 2. NHDC Limited a) Audit Committee - Chairman b) CSR Committee - Member	NHPC Limited a) Audit Committee - Member b) Nomination and Remuneration Committee - Member c) Risk Management Committee - Member d) Committee on Corporate Social Responsibility & Sustainability - Chairman	1. NHPC Limited a) Audit Committee - Member b) Nomination and Remuneration Committee - Member c) Stakeholders' Relationship Committee- Member 2. AYE Finance Private Limited a) Audit Committee - Member b) Nomination and Remuneration Committee - Chairman
Terms and conditions of appointment/ re-appointment and their remuneration	As decided by Government of India.	As decided by Government of India.	As decided by Government of India.
No. of Board Meetings attended during FY 18-19	10	10	10
Number of shares held in NHPC (31.03.2019)	15,000	NIL	NIL

*details of only statutory committees have been provided.

[illegible]



NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121 003

CIN: L40101HR1975GOI032564

Tel No: 0129-2588110

Website: www.nhpcindia.com

Fax No: 0129-2278018

Email ID: companysecretary@nhpc.nic.in

ATTENDANCE SLIP

43rd ANNUAL GENERAL MEETING to be held on Monday, the 23rd day of September, 2019 at 11.00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003.

NAME OF THE ATTENDING MEMBER(S) _____
(IN BLOCK LETTERS)

FOLIO No.* _____ Client ID No. _____

DP ID No. _____

No. of shares held _____

NAME OF PROXY _____

[IN BLOCK LETTERS TO BE FILLED IN, IF THE PROXY ATTENDS INSTEAD OF THE MEMBER(S)]

I, hereby record my presence at the 43rd Annual General Meeting of the Company at Jal Tarang Auditorium, NHPC Office Complex, Sector -33, Faridabad, Haryana-121003 on Monday, the 23rd day of September, 2019.

Signature of Member/Proxy

*Applicable in case of shares held in physical form.

Notes:

- The attendance slip should be signed as per the specimen signature registered with RTA/DP. Duly completed and signed attendance slip should be handed over at the RTA's counter(s) at the venue against which RTA will provide entry slip. Entry to the auditorium will be strictly on the basis of entry slip as provided by RTA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
- Shareholder(s) present in person or through registered proxy shall only be entertained.



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PROXY FORM

Name of the company	: NHPC Limited
Registered office	: NHPC Office Complex, Sector - 33, Faridabad, Haryana - 121 003

Name of the member(s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member(s) of NHPC Limited holding _____, shares of the above named Company, hereby appoint:

- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him
- Name : _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him
- Name : _____

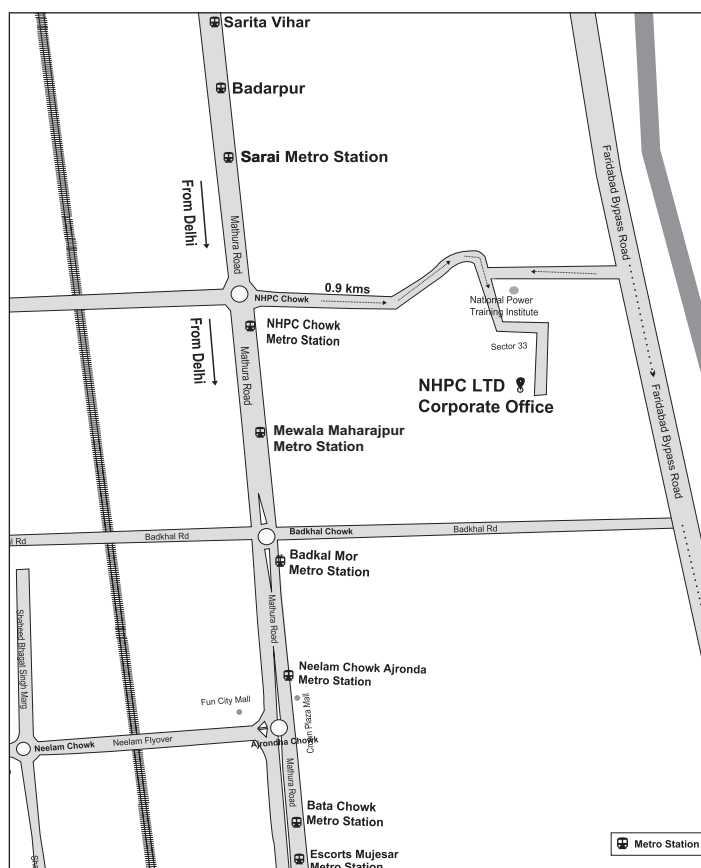
Address : _____

E-mail Id : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Monday, the 23rd day of September, 2019 at 11.00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector -33, Faridabad, Haryana-121 003 and at any adjournment thereof in respect of such resolutions as are indicated below/overleaf:

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Item No.	Resolutions	For	Against
	Ordinary Business:		
1.	To consider and adopt: <ul style="list-style-type: none"> a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together 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, 2019, 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 2018-19.		
3.	To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), 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 2019-20.		
	Special Business:		
6.	Ordinary Resolution for the ratification of remuneration of the Cost Auditors for the financial year 2019-20.		
7.	Special Resolution for the re-appointment of Prof. (Smt.) Kanika T. Bhal (DIN 06944916) as an Independent Director of the Company.		
8.	Special Resolution for the re-appointment of Shri Satya Prakash Mangal (DIN 01052952) as an Independent Director of the Company.		
9.	Special Resolution for the re-appointment of Prof. Arun Kumar (DIN 07346292) as an Independent Director of the Company.		

Signed this _____ day of _____ 2019.

Signature of shareholder

Affix
Revenue
Stamp of
appropriate
value

Signature of Proxy holder(s)

Notes:

- For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 43rd Annual General Meeting.
- Please complete all the details including details of member(s) in above box before submission.



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Website: www.nhpcindia.com

Fax No.: 0129-2278018

E-mail: webmaster@nhpc.nic.in

Folio No. /DP ID/Client ID :

Name :

Address :

Joint holder(s) :

Number of equity share(s) held :

Dear member,

Sub: Voting through electronic means

The 43rd Annual General Meeting is scheduled to be held on Monday, the 23rd day of September, 2019 at 11:00 a.m. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003. The Company has engaged the services of M/s Karvy Fintech Private Limited ("KFPL" or "Karvy") as the Agency to provide e-voting facilities in compliance to the provisions under Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable members to exercise their right to vote on resolutions proposed to be passed in the said meeting.

The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9:00 a.m (IST) on September 20, 2019 (Friday)
End of remote e-voting : Up to 05.00 p.m. (IST) on September 22, 2019 (Sunday)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is September 16, 2019.

This Communication forms an integral part of the Notice dated August 2, 2019 for the 43rd Annual General Meeting scheduled to be held on September 23, 2019. The Annual Report for the financial year 2018-19 of the Company is being mailed to you separately. **A copy of the said Notice is sent herewith. Please read the instructions printed overleaf before exercising the vote.**

The Notice of the 43rd Annual General Meeting and this Communication are also available on the website of the Company at www.nhpcindia.com.

Yours faithfully,
For NHPC Limited,

(Vijay Gupta)
Company Secretary

Date: August 2, 2019
Place: Faridabad

Information relating to e-voting:**Instructions and other information relating to remote e-voting are as under:****1. (a) In case a member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]**

- Launch internet browser by typing the URL: 'https://evoting.karvy.com'
- Enter the login credentials (i.e. user-id & password) as mentioned overleaf/E-mail sent through permitted mode. Your folio/DP Client ID will be your User-ID

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID	For Members holding shares in Physical Form - EVEN (E-voting Event Number) followed by Folio Number registered with the company.
Password	Your Unique password is printed overleaf / e-mail forwarded through the permitted mode.	
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.	

- After entering these details appropriately, click on "LOGIN".
- Members holding shares in de-mat/physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through Karvy remote e-voting platform. System will prompt you to update contact details like mobile no, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, system will prompt to select the 'Event' i.e., "NHPC Limited".
- If you are holding shares in de-mat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any company, then your existing login id and password is to be used.
- On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they voted on the Resolution(s).
- Corporate/Institutional Members (other than Individuals, HUFs, NRIs etc.) are required to send scanned certified true copy (PDF format) of the Board resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer at e-mail aka_pcs@yahoo.com with copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ Event no."
- In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com or contact:.

Name	Shri S V Raju / Shri S Balaji Reddy
Designation	Dy. General Manager / Manager
E-mail	raju.sv@karvy.com, balaji.reddy@karvy.com
Address	M/s Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 E-mail: einward.ris@karvy.com
Contact details	Phone: 040-67162222 Toll Free: 1800-34-54-001

(b) In case a Member receives physical copy of the Annual General Meeting Notice (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- Initial password as provided overleaf.
 - Please follow all steps from Sl. No. i to xiv of (a) above, to cast vote by electronic means.
- Please contact our Registrar on toll free no. 1800-34-54-001 for any further clarifications.
 - Members can cast their vote online from 9:00 a.m. (IST) on September 20, 2019 onwards till 5:00 p.m. (IST) on September 22, 2019.
 - Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 - The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the members attending the meeting, who have not casted their vote by remote e-voting shall be able to vote at the meeting through ballot paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
 - The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - The Board of Directors at its meeting held on July 29, 2019 has appointed Shri Amit Kaushal, Proprietor of M/s. A. Kaushal & Associates, New Delhi, e-mail address aka_pcs@yahoo.com, as Scrutinizer to scrutinize remote e-voting process and polling process in a fair and transparent manner. Sh. Kaushal has communicated his acceptance for the said appointment.
 - Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 16, 2019.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 16, 2019 only shall be entitled to avail facility of remote e-voting/through ballot paper at the venue of the meeting.
 - Member can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
 - Any person, who becomes a member of the Company after dispatch of AGM notice but on or before the cut-off date for e-voting i.e. September 16, 2019, may obtain user ID and password for remote e-voting in the manner as mentioned:
 - If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <Space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399.

Example for		
NSDL	CDSL	Physical holdings
MYEPWD<SPACE> IN12345612345678	MYEPWD<SPACE> 1402345612345678	MYEPWD<SPACE> XXXX1234567890

- If e-mail address or mobile number of the member is registered against a Folio No./DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Member may call Karvy's toll free number 1800-34-54-001.
 - Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- 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 23, 2019.
 - The Scrutinizer shall immediately after the conclusion of the voting through ballot paper at the Annual General Meeting, first count the votes cast at the meeting through ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman & Managing Director of the Company.
 - The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall also be available on the website of the Company www.nhpcindia.com and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to stock exchanges.