



## 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

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### NOTICE

NOTICE is hereby given that the 42<sup>nd</sup> Annual General Meeting of the members of NHPC Limited will be held on **Thursday, the 27<sup>th</sup> September, 2018 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 receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31<sup>st</sup> March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
2. To note the payment of interim dividend and declare final dividend for the financial year 2017-18.
3. To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.
4. To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.
5. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2018-19 and if thought fit, to pass the following resolution as 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 2018-19;

**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 2018-19 and if thought fit, to pass the following resolution as 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 2018-19, be and is hereby ratified as under:

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

7. **To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Bhagwat Prasad (DIN 07941795), who was appointed as an Additional Director by the Board of Directors with effect from 7<sup>th</sup> October, 2017, to hold the office until the date of this Annual General Meeting and in respect of whom the Company has received a notice from him signifying his intention to propose himself as a candidate to be appointed as an Independent Director of the Company, not liable to retire by rotation, for the balance period of his appointment i.e. upto 7<sup>th</sup> September, 2020 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier."



**8. To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Jugal Kishore Mohapatra (DIN 03190289), who was appointed as an Additional Director by the Board of Directors with effect from 7<sup>th</sup> October, 2017, to hold the office until the date of this Annual General Meeting and in respect of whom the Company has received a notice from him signifying his intention to propose himself as a candidate to be appointed as an Independent Director of the Company, not liable to retire by rotation, for the balance period of his appointment i.e. upto 7<sup>th</sup> September, 2020 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier."

**9. To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Nalini Kant Jha (DIN 07950262), who was appointed as an Additional Director by the Board of Directors with effect from 7<sup>th</sup> October, 2017, to hold the office until the date of this Annual General Meeting and in respect of whom the Company has received a notice from him signifying his intention to propose himself as a candidate to be appointed as an Independent Director of the Company, not liable to retire by rotation, for the balance period of his appointment i.e. upto 7<sup>th</sup> September, 2020 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier."

**10. To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Janardan Choudhary (DIN 07871968), 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 5<sup>th</sup> July, 2018 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 be appointed as a Director of the Company, be and is hereby appointed as Director (Technical) of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Govt. of India."

**11. To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to ₹ 3,300 crore through private placement and if thought fit, to pass the following resolutions as a Special Resolution:**

**"RESOLVED THAT** pursuant to Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules and any other applicable statutory provisions, the Board of Directors of the Company be and is hereby authorized to make offer(s) or invitation(s) to subscribe to the secured / unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures / bonds, in one or more series / tranches, aggregating up to ₹ 3,300 crore (Rupees Three Thousand Three Hundred Crore), through private placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2019-20 whichever is earlier, in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the Company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/ interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary."

**12. To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013 and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded to amend the following Articles of the existing Articles of Association of the Company to align them with the provisions of the Companies Act, 2013 as under:

S. No.	Existing Article No. & Title	Proposed modification
1	Article 1 (Interpretation Clause- The Act or the said Act)	The words and figure 'The Companies Act, 1956' shall be substituted with the words and figure 'The Companies Act, 2013'.
2	Article 1 (Interpretation Clause- Dematerialisation)	The words 'shareholder/debenture holder' shall be substituted by the words 'security holder'. The words 'share/debenture' shall be substituted by the word 'security'.
3	Article 1 (Interpretation Clause- Depository)	The words and figure 'The Companies Act, 1956' shall be substituted with the words and figure 'The Companies Act, 2013'.
4	Article 1 (Interpretation Clause- Dividend)	The words 'and bonus shares' shall be deleted.
5	Article 1 (Interpretation Clause- Person)	The word 'and,' shall be substituted with the word 'any'.
6	Article 1 (Interpretation Clause- Register)	Title of the Article shall be revised as 'Register of Members/Debenture holders'.
7	Article 1 (Interpretation Clause- Rematerialisation)	The words 'share/debenture' wherever appearing in the Article shall be substituted by the word 'security'.
8	Article 2 (Table 'A' not to apply)	The words 'Table A' appearing in the Article and its title shall be substituted with the words 'Table F'. The words 'First Schedule' shall be substituted with the words 'Schedule I'.
9	Article 6 (Allotment of Shares)	The words and figures 'Section 81' and 'Section 77A' shall be substituted with the words and figures 'Section 62' and 'Section 68' respectively. The words and figure 'or (subject to the compliance with the provisions of Section 79 of the Act) at a discount' shall be deleted.
10	Article 7 (Members' right to certificates)	Title of the Article shall be revised as 'Members'/Debenture holders' right to certificates'. After the words 'every member' and before the words 'shall be entitled', the words '/debenture holder' shall be inserted. The words 'three months' shall be substituted with the words 'two months for shares/six months for debentures'.
11	Article 8A (Calls on Shares/Debentures)	The words 'members or debenture-holders' shall be substituted with the words 'holders of securities'. The words 'member or debenture holder' shall be substituted with the words 'holder of security'. The words 'shares or debentures' or 'shares/debentures' shall be substituted with the word 'securities'.
12	Article 8B (When interest on Calls is payable)	The words 'share/debenture' shall be substituted with the word 'security'.
13	Article 8C (Calls paid in advance)	The word and figure 'Section 92' shall be substituted with the word and figure 'Section 50'.

S. No.	Existing Article No. & Title	Proposed modification
14	Article 8H (Surrender of Debentures/ Shares)	The words 'Debentures/Shares' or 'Shares/Debentures' in the Article or its title shall be substituted with the word 'securities'. The word 'The' at the beginning of the Article shall be substituted with the words 'Subject to applicable provisions of law,'. The words 'Shareholder/debenture-holder' shall be substituted with the words 'security holder'.
15	Article 8I (Register and Index of Members / Debenture holder)	The words 'Members/Debenture holders' or 'Members/Debenture holder' in the Article or its title shall be substituted with the words 'security holders'. The words and figures 'Section 150 and 151' shall be substituted with the word and figure 'Section 88'. The words and figure 'the Companies Act, 1956' wherever appearing in the Article, shall be substituted with the words and figure 'the Companies Act, 2013'.
16	Heading of Chapter before Article 9(a)	Heading of the Chapter shall be revised as follows: 'TRANSFER AND TRANSMISSION OF SHARES / DEBENTURES / OTHER SECURITIES'
17	Article 9(a) (Transfer & Transmission of Shares/Debentures)	Title of the Article shall be revised as 'Transfer and Transmission of Securities'. The word 'transferee' written after the words 'when the' and before the words 'is in exceptional circumstances', shall be substituted with the word 'transfer'.
18	Article 9(b) (Transfer & Transmission of Shares/Debentures)	The words and figures 'Subject to the provisions of Section 111 and 111A of the Act, the provisions of the Listing Agreement with the Stock Exchanges and Section 22A of the Securities Contracts (Regulation) Act, 1956' shall be substituted with the words 'Subject to the provisions of the Act and rules made thereunder'. The words 'shares' or 'shares/debentures' wherever appearing in the Article shall be substituted with the word 'securities'. After the words 'with any other' and before the words 'or persons indebted', the word 'person' shall be inserted.
19	Article 9 (c) (Transfer & Transmission of Shares/Debentures)	The words 'shares/debentures' or 'shares' wherever appearing in the Article shall be substituted with the word 'securities'. The words and figures 'Section 108 of the Companies Act, 1956' shall be substituted with the words 'the Act'.
20	Article 11A (Nomination)	The words 'Share/Bond/Debenture' wherever appearing in the Article shall be substituted with the word 'Security'. The words 'Shares/Bonds/ Debentures' or 'Shares or Bonds or Debentures' wherever appearing in the Article shall be substituted with the word 'Securities'.
21	Article 11B (Transmission of Securities by Nominee)	The words 'Share/Bond/Debenture' wherever appearing in the Article shall be substituted with the word 'Security'. In sub clause (iv), after the words 'membership in relation to meetings of the Company', the words 'or meetings of the holders of the security/ deposits' shall be inserted. The word 'accruing', shall be substituted with the word 'accruing'.
22	Article 13A (Terms of issue of Debenture)	The title of the Article shall be revised as 'Terms of issue of Debenture/ other Securities'.

S. No.	Existing Article No. & Title	Proposed modification
23	Article 16A (Buy-back of shares)	The words and figures 'Section 77A, 77AA and 77B' shall be substituted with the words and figures 'Section 68, 69 and 70'.
24	Article 17 (Reduction of Capital)	The word and figures 'Section 100-104' shall be substituted with the word and figure 'Section 66'.
25	Article 18 (Sub-division and consolidation of shares)	The words and figures 'Sub-Section (i) (a) to (e) of Section 94' shall be substituted with the words and figures 'Sub-Section (1) (a) to (e) of Section 61'.
26	Article 19 (Payment of commission)	The word and figure 'Section 76' shall be substituted with the word and figure 'Section 40(6)'.
27	Article 21 (Powers to borrow)	The words and figures 'Section 58A, 292 and 293', shall be substituted with the words and figures 'Section 73, 74, 179 and 180'.
28	Article 22 (Issue at discount etc. or with special privileges)	The words and figures 'Section 79 and 117', shall be substituted with the words and figures 'Section 53 and 71'.
29	Article 23 (Notice of General Meetings)	The words 'all the members', shall be substituted with the words 'such number of members as may be prescribed by the Act or the rules framed thereunder'.
30	Article 25 (Quorum)	The Article shall be substituted as follows: 'The quorum for a General Meeting shall be as provided in the Act and rules made thereunder.'
31	Article 26 (Chairman of General Meeting)	The word 'member', shall be substituted with the word 'members'.
32	Article 28A (Postal ballot)	The words 'the Companies (Passing of Resolution by Postal Ballot) Rules, 2001', shall be substituted with the words 'the Act or Rules made thereunder'.
33	Article 30 (Form of proxy)	The Article shall be substituted as under: 'Every instrument of proxy for a specified meeting or otherwise shall be as per the Act or Rules made thereunder.'
34	Article 34(i)(b) (Appointment of the Board of Directors)	The words and figure 'Section 314 of' shall be deleted.
35	Article 34(iii) (Appointment of the Board of Directors)	The word and figure 'section 255', shall be substituted with the word 'provisions'. The words 'public holiday' shall be substituted with the words 'national holiday, till next succeeding day which is not a holiday'.
36	Article 34(iii)(i) (Appointment of the Board of Directors)	The word 'pervious' shall be substituted with the word 'previous'.
37	Article 34(iii)(v) (Appointment of the Board of Directors)	The Article 34(iii)(v) shall be substituted as follows: 'Section 162 (2) of the Act is applicable to the case'.
38	Article 35A (Additional Director)	The words and figures 'Section 260 and 264', shall be substituted with the word and figure 'Section 161(1)' .
39	Article 36(ii)	The words and figures 'Section 292 and 293', shall be substituted with the words and figures 'Section 179 and 180'.
40	Article 40 (Directors/Officers may be Directors of companies promoted by the company)	The word 'no' written after the words 'member or otherwise and' and before the words 'such director' shall be deleted.



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S. No.	Existing Article No. & Title	Proposed modification
41	Article 43A (Quorum)	The words and figure 'Section 287 of' shall be deleted. The words 'The participation of Directors by video conferencing or by other audio visual means shall also be counted for the purpose of Quorum except for matters as specified in the Companies Act or Rules made thereunder.' shall be inserted at the end of the Article.
42	Article 44 (Board may set up Committee)	The word and figure 'Section 292' shall be substituted with the word and figure 'Section 179'.
43	Article 48(12) (To appoint officers)	The words and figures 'Subject to Article (37) (b) (vii), to' shall be substituted with the word 'To'.
44	Article 48(13)	The word and figure 'Section 292' shall be substituted with the word and figure 'Section 179'.
45	Article 50 (Division of profits)	The word and figure 'section 205' wherever appearing in the Article shall be substituted with the word and figure 'Section 123'.
46	Article 62(i) (Director's and others right to indemnity)	The word and figure 'Section 201(i)', shall be substituted with the word and figure 'Section 197'.
47	Article 62(ii) (Director's and others right to indemnity)	The word and figure 'Section 633' shall be substituted with the word and figure 'Section 463'.
48	Article 63 (Not responsible for acts of others)	The word and figure 'Section 201' shall be substituted with the word and figure 'Section 197'.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto"

By the order of the Board of Directors

**(Vijay Gupta)**  
Company Secretary

Date: 6<sup>th</sup> August, 2018  
Regd Office: NHPC Office Complex,  
Sector-33, Faridabad-121 003, Haryana  
CIN: L40101HR1975GOI032564



**NOTES:**

1. The register of members and share transfer books of the Company will remain closed from **Saturday, 15<sup>th</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018** (both days inclusive).
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 A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty (50) 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 (10%) 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.

The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is attached herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. However, a proxy shall not have right to speak on any business item in the meeting.
3. A member can 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. Corporate members intending to send their authorized representatives to attend the meeting are requested to send 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.
5. The relevant provisions of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses. Accordingly, Notice, Audited Financial Statements, Board's Report and Auditors' Report etc. is being sent in electronic form to the shareholders whose registered e-mail IDs are available with the Company/ Registrar and Share Transfer Agent (RTA). These documents will also be available on the website of the Company [www.nhpcindia.com](http://www.nhpcindia.com). Printed copies of the Notice of Annual General Meeting and Annual Report for the year ended 31<sup>st</sup> March, 2018 would be dispatched to those Members, whose email addresses are not available with Depository Participants/ Company/RTA. The physical copies of the relevant documents 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 Annual General Meeting.
6. Member(s) can opt for only one mode of voting i.e. either physical voting at the Annual General Meeting or voting through electronic means. A member, who has voted through e-voting mechanism, is not debarred from participating in the Annual General Meeting. 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.
7. In accordance to provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17<sup>th</sup> June, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
8. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
9. The Board of Directors, in its 412<sup>th</sup> Meeting held on 12<sup>th</sup> February, 2018, had declared an Interim Dividend @11.2% (₹ 1.12 per equity share) on the paid-up equity share capital of the Company which was paid in March, 2018. The Board had further recommended a Final Dividend @2.8% (₹ 0.28 per equity share) on the paid up equity share capital of the Company for the Financial Year 2017-18 in its 414<sup>th</sup> meeting held on 28<sup>th</sup> May, 2018. The final dividend, if declared at the Annual General Meeting will be paid on or after 3<sup>rd</sup> October, 2018 to the members or their mandates whose names appear in the Register of Members of the Company after giving effect to all valid share transfer requests lodged with the Company or M/s. Karvy Computershare Private Limited, R&TA, on or before 14<sup>th</sup> September, 2018 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 National Securities Depository Limited and Central Depository Service (India) Limited at the close of business hours on 14<sup>th</sup> September, 2017.
10. In terms of Section 152 of the Companies Act, 2013, 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 order of Ministry of Power is up to 6<sup>th</sup> February, 2022 and 30<sup>th</sup> September, 2020 respectively. The Board of Directors commends their re-appointment.



Brief resume of directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships, memberships/chairmanships of board committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed hereto.

11. Members are requested to note that:
  - a. copies of Annual Report will not be distributed at the Annual General Meeting, therefore, bring their copies of Annual Report, notice along with attendance slip duly completed and signed at the meeting.
  - b. deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on the basis of entry slip to be provided from the counters at the venue in exchange of attendance slip.
  - c. the attendance slip and proxy form should be signed as per specimen signature registered with M/s Karvy Computershare Private Limited ("Karvy"), RTA / Depository Participant (DP).
  - d. 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.
  - e. quote their Folio/ Client ID & DP ID No. in all correspondence.
  - f. **due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the auditorium/venue.**
  - g. no gifts/coupons will be distributed at the Annual General Meeting.
  - h. entry is restricted to members or registered proxy holders. Accordingly, members are requested to register their proxies before stipulated time.
12. Pursuant to provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, details of unpaid and unclaimed amounts lying with the Company are available on the website of the Company at the link: <http://www.nhpcindia.com/Default.aspx?id=278&lg=eng&> and also on the website of Ministry of Corporate Affairs. During the financial year 2017-18, an amount of ₹ 79,31,403/- pertaining to unpaid and unclaimed dividend for the financial year 2009-10 has been transferred to Investor Education and Protection Fund (IEPF). Further, in accordance with provisions of the Companies Act, 2013 and rules made thereunder, 9,99,609 shares in respect of which dividend has not been claimed for seven consecutive years or more have also been transferred to IEPF during the financial year 2017-18. Shareholders/beneficial owners are requested to submit their claim to R&TA without any delay or they may contact Shri Saroj Kumar Roy, Manager (Finance) & Nodal Officer for IEPF at NHPC Office Complex, 4th Floor, Jyoti Sadan, Sector-33, Faridabad, Haryana-121 003.
13. **Members holding shares in electronic form are requested to update details regarding Bank Account Number, nine digits MICR Number, IFSC Code, Email ID and residential address against their respective depository accounts to facilitate payments and communication, if any. Members holding shares in physical form are requested to advise any change in their address, Email ID or bank mandates immediately to the Company / Karvy.**
14. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Members holding shares in physical form may obtain and send the ECS mandate form to Karvy. Members holding shares in electronic form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those members who have already furnished the ECS mandate form to the Company/RTA/DP, as the case may be, with complete details need not send it again.

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 Karvy to enable them to print these details on the dividend warrants.
15. The Annual Report along with Notice of AGM is being sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Friday, July 27, 2018.
16. Members who hold 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 Karvy, for consolidation into a single folio.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy. Further, SEBI has decided that securities of listed companies can be transferred only in dematerialised form w.e.f. 5<sup>th</sup> December, 2018. In view of above and to avail various benefits of dematerialization, members are advised to dematerialize share held by them in physical form.
18. Non-Resident Indian members are requested to inform Karvy, 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 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 long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. Members holding shares in physical form and desirous of making a nomination, are requested to submit nomination form in prescribed format to Karvy. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
21. 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, Chief (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.
22. Annual listing fee for the year 2018-19 has been paid to all stock exchanges wherein shares of the Company are listed. The Annual Custodian Fee for the year 2018-19 has been paid to the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited.
23. Pursuant to Section 139(5) of the Companies Act, 2013, the statutory auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). Further, 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 (1) of the Companies Act, 2013. The C&AG has 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 2018-19. The members of the Company in their 41<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 had authorized Board of Directors to fix remuneration of the Joint Statutory Auditors for the Financial Year 2017-18. The Board of Directors had approved a sum of ₹ 58 lakhs as Annual Audit Fee which comprises ₹ 54 lakhs towards Audit of Standalone Financial Statement and ₹ 4 lakh 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 Statement, was also approved by the Board of Directors. The above fees was exclusive of taxes, levies & TA/DA and to be shared equally by the Joint Statutory Auditors as remuneration for the Financial Year 2017-18. The members may consider and authorize the Board to fix an appropriate remuneration to Joint Statutory Auditors for the year 2018-19 as may be deemed fit by the Board.
24. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available at the Company's registered office at Faridabad for inspection between 11:00 A.M. to 1:00 P.M. on all working days (barring Saturdays, Sundays and Public Holidays) prior to the Annual General Meeting and at the Meeting.
25. None of the Directors of the Company is in any way related to each other.
26. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agent of the Company – Shri S. Balaji Reddy, Manager, M/s. Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone No. 040-67161571, e-mail: [balaji.reddy@karvy.com](mailto:balaji.reddy@karvy.com).  
Karvy is also the depository interface of the Company with both NSDL and CDSL.
27. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the e-communication registration form and hand over the same along with Attendance Slip at the registration counter of venue of Annual General Meeting for registration of Email address for receiving notice/ documents including Annual Report electronically. The e-communication registration form is given in the Annual Report for 2017-18. Even after registering for e-communication, members are entitled to receive such communication in physical form, by requesting to Company Secretary of the Company at [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in), by post free of cost.
28. **A route map to the venue of Annual General Meeting is annexed with this notice. Further, pick and drop facility is being provided at NHPC Chowk Metro Station at Gate No. 1 for the convenience of the shareholders.**
29. Company has provided e-voting facility to its members as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. For detailed information relating to e-voting, members are requested to refer e-voting communication form.



# NHPC Limited

(A Government of India Enterprise)

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

### Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors to conduct the audit of cost records of the Company at a remuneration of ₹ 75,000/- per power station (excluding taxes, duties and TA/DA) for the financial year 2018-19:

S. No.	Name of the Firm	Allocation of the power stations including projects to be commissioned during financial year 2018-19
1.	Chandra Wadhwa & Co., Delhi*	Chutak and Nimmo Bazgo
2.	Balwinder & Associates, Mohali, Punjab	Chamera-I, Bairasiul and Parbati-III
3.	Sanjay Gupta & Associates, Delhi	Chamera-II, Chamera-III and Wind Power Project Jaisalmer
4.	K.L. Jaisingh & Co., Noida	Dulhasti, Salal and Sewa-II
5.	K.G. Goyal & Associates, Jaipur	Uri-I, Uri-II and Kishanganga
6.	R.J. Goel & Co., Delhi	Dhauliganga, Tanakpur and Parbati-II**
7.	DGM & Associates, Kolkata	Loktak, TLDP-IV and 50 MW Solar Power Project, Tamil Nadu
8.	Niran & Co., Kolkata	Rangit, Teesta-V and TLDP-III

\* 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 2018-19.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

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 2018-19.

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. 1/38/96-PG(Vol-III) dated 8<sup>th</sup> September, 2017 appointed Shri Bhagwat Prasad (DIN 07941795), Shri Jugal Kishore Mohapatra (DIN 03190289) and Shri Nalini Kant Jha (DIN 07950262) as non official part-time Directors of the Company for a period of three years from the date of notification of their appointment, or until further orders, whichever is earlier.

The Board of Directors has appointed Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha as Additional Directors w.e.f. 7<sup>th</sup> October, 2017 under the provision of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company till the date of next AGM and confirmed them as Independent Director of the Company.

As the tenure of Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha as additional directors is expiring on the date of AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought to confirm their directorship and to confirm them as Independent Directors of the Company on the terms and conditions determined by the Government of India.

The Company has received a candidature in writing from Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha who have proposed themselves to be appointed as an Independent Director of the Company.

Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha are not disqualified from being appointed as a Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received a declaration from Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha 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, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha be appointed as Independent Directors for the balance term i.e. upto 7<sup>th</sup> September, 2020 as per their letter of appointment no. 1/38/96-PG(Vol-III) dated 8<sup>th</sup> September, 2017. The appointment letters are available for inspection by members at the Registered Office of the Company.

Save and except Shri Bhagwat Prasad, Shri Jugal Kishore Mohapatra and Shri Nalini Kant Jha 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 Ordinary Resolutions set out at **Item Nos. 7 to 9** of the notice for approval by the shareholders.

**Item No.10**

Ministry of Power vide its order no. 9/1/2017-NHPC dated 5<sup>th</sup> July, 2018 has appointed Shri Janardan Choudhary (DIN 07871968) to the post of Director (Technical) of the Company for a period of five years from the date of assumption of charge of the post or till the date of superannuation, or until further orders, whichever is earlier.

Subsequently, the Board of Directors has appointed Shri Janardan Choudhary as Director (Technical) of the Company vide circular resolution as an additional director w.e.f. 5<sup>th</sup> July, 2018 in terms of Section 161 of the Companies Act, 2013 till the date of the next Annual General Meeting (AGM).

As the tenure of Shri Janardan Choudhary as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought to confirm his directorship and to appoint him as Director (Technical) of the Company on the terms and conditions determined by the Government of India.

The Company has received a candidature from Shri Janardan Choudhary 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 Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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 Janardan Choudhary 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. 10** of the notice.

The Board commends the Ordinary Resolution set out at **Item No. 10** of the notice for approval by the shareholders.

**Item No. 11**

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that in case of an offer or invitation to subscribe for non-convertible debentures/bonds on private placement, the Company shall obtain, once in a year, previous approval of its shareholders by means of a special resolution for all the offers or invitations for such debentures/bonds during the year.

In order to augment long term financial resources, inter-alia, the on-going capital expenditure/replacement of high cost debts, the Company may invite subscription for Secured/Unsecured Redeemable Non-Convertible Debentures/Bonds in one or more series/tranches on Private Placement, issuable/redeemable at par at the rate of interest determined by the Board of Directors at the time of issue of such debentures/bonds during the year.

The resolution will enable the Board of Directors of the Company to invite subscription for non-convertible debentures/bonds, as may be required by the Company, from time to time and shall be valid for a period of one year from the date of approval or the date of next Annual General Meeting in the Financial Year 2019-20, whichever is earlier as per the provisions of the Companies Act, 2013.

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. 11** of the Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the notice.

**Item No. 12**

The existing Memorandum and Articles of Association (MOA & AOA) of the Company are based on the provisions of the Companies Act, 1956. The Companies Act, 1956 has been replaced by the Companies Act, 2013. In order to bring existing MOA & AOA of the Company in line with the provisions of the new Act, certain changes have been proposed to be made in existing articles of the Company.

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. 12** of the Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the notice.



# NHPC Limited

(A Government of India Enterprise)

## BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Shri Nikhil Kumar Jain (DIN 05332456)	Shri Mahesh Kumar Mittal (DIN 02889021)	Shri Janardan Choudhary (DIN 07871968)
Date of Birth & Age	28 <sup>th</sup> March, 1962	11 <sup>th</sup> September, 1960	15 <sup>th</sup> March, 1960
	56 years	57 years	58 years
Date of first appointment on the Board	7 <sup>th</sup> February, 2017	1 <sup>st</sup> March, 2017	5 <sup>th</sup> July, 2018
Qualification	He holds a Bachelors' degree in Industrial Engineering from IIT Roorkee and Bachelors' degree in Law from Delhi University.	He has a distinguished academic background and 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 degree in Electrical Engineering from Bihar Institute of Technology, Sindri (Jharkhand).
Expertise in specific functional area	Prior to joining NHPC, he was Director (Personnel) of Air India Limited. He has a vast and rich experience of almost three decades in both the Government and Public Sector. He joined the Indian Railway as an Indian Railway Personnel Services Officer in 1988. He has worked at different levels in the Railways and also as GGM (HR) in IRCTC and as Executive Director (Joint Secretary) in the Ministry of Railways.	He has a rich experience of over three decades in the field of Finance, Accounting, Taxation and Regulatory matters. Prior to joining NHPC, he was Director (Finance) at Dedicated Freight Corridor Corporation of India Ltd. He had also worked as General Manager (Finance) at Rural Electrification Corporation Ltd., Director (Finance) at Hindustan Organic Chemicals Ltd. and Chief Accounts Officer & Company Secretary at Haryana Vidyut Prasaran Nigam Ltd.	He started his professional career in NHPC Limited as Executive Trainee in December, 1984 from Tanakpur Project. He has over 33 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 associated in finalization of DPR for R&M (Life Extension) of Baira Siul 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 like Rangit, Parbati-III, Sewa-II, Omkareshwar, Chamera-III, Parbati-II, Subansiri Lower and Dibang. 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. He served in various capacities at power stations namely Tanakpur & Uri and as the head of the Plant at Chamera-I and Chamera-II.



# NHPC Limited

(A Government of India Enterprise)

<b>Directorship held in other companies</b>	NIL	1. Chenab Valley Power Projects Private Limited 2. PTC India Limited	NIL
<b>Membership / Chairmanship of Committees across all companies</b>	❖ NHPC Limited a) Committee of Directors- Appellate Authority - Ex-Officio Member b) Committee of Directors for Allotment and Post Allotment Activities of NHPC Securities - Ex-Officio Member c) Committee on Corporate Social Responsibility (CSR) and Sustainability – Ex-Officio Member	❖ NHPC Limited a) Committee on Corporate Social Responsibility (CSR) & Sustainability – Ex-Officio Member b) Committee of Directors for allotment and post allotment activities of NHPC securities – Ex-Officio Member c) Stakeholders' Relationship Committee - Ex-Officio Member ➤ Chenab Valley Power Projects Private Limited a) CSR Committee-Member	NIL
<b>Terms and conditions of appointment or re-appointment and their Remuneration sought to be paid and last drawn, if any.</b>	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.
<b>No of Board Meetings attended during the FY 17-18</b>	11	11	NA
<b>Number of shares of NHPC held as on 31<sup>st</sup> March 2018</b>	NIL	NIL	21,055



# NHPC Limited

(A Government of India Enterprise)

Name	Shri Bhagwat Prasad (DIN 07941795)	Shri Jugal Kishore Mohapatra (DIN 03190289)	Shri Nalini Kant Jha (DIN 07950262)
Date of Birth & Age	12 <sup>th</sup> July, 1968 50 years	12 <sup>th</sup> February, 1956 62 years	12 <sup>th</sup> July, 1959 59 years
Date of first appointment on the Board	7 <sup>th</sup> October, 2017	7 <sup>th</sup> October, 2017	7 <sup>th</sup> October, 2017
Qualification	He is Post Graduate in Economics.	He is Post Graduate from Delhi School of Economics, joined Odisha Cadre IAS in 1979 and has also obtained Master Degree in Economics from Boston University, USA.	He has done M-Phil & PhD from Jawaharlal Nehru University, New Delhi and Post-doctoral research at University of California, Berkley, USA.
Expertise in specific functional area	He is associated with Trade Unions and is a social activist in Uttarakhand, India. He is also past Chairman in Rajya Safai Karamchari Aayog, Uttarakhand Government.	He has all round experience in Govt. of India and Govt of Odisha as well, especially in National Rural Employment Guarantee Act and Implementation of PMGSY during 2004-2009. He served as Secretary to the Hon'ble Chief Minister, Odisha, Principal Secretary Finance and Development Commissioner-cum-Additional Chief Secretary.	He is Vice Chancellor of T.M. Bhagalpur University (Bihar). He has earlier taught at School of Advanced International Studies, John Hopkins University, Washington D.C., University of Dhaka, University of Allahabad and L N Mithila University (Bihar). He has authored 10 books, 17 book reviews, 126 research papers in prestigious national and international journals. His specialization includes India's foreign policy and especially energy security through cooperation with close neighbours like Nepal and Bhutan. He also focuses on relevance of ancient Bharatiya wisdom in contemporary era. He has held numerous academic administrative positions such as, Director, Dean, Head and member of University bodies of several universities.
Directorship held in other companies	NIL	❖ Nabard Financial Services Limited ❖ Urban Mass Transport Company Limited	NIL
Membership / Chairmanship of Committees across all companies	❖ NHPC Limited a) Audit Committee - Member b) Stakeholders' Relationship Committee - Member	❖ NHPC Limited a) Nomination and Remuneration Committee - Chairperson b) Committee of Directors-Appellate Authority - Member ❖ Nabard Financial Services Limited a) Nomination and Remuneration Committee - Member b) CSR Committee - Chairman	❖ NHPC Limited a) Stakeholders' Relationship Committee - Member b) Risk Management Committee - Member
Terms and conditions of appointment or re-appointment and their Remuneration sought to be paid and last drawn, if any.	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.
No of Board Meetings attended during the FY 17-18	5	5	4
Number of shares of NHPC held as on 31 <sup>st</sup> March 2018	NIL	NIL	NIL





## 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: webmaster@nhpc.nic.in

### ATTENDANCE SLIP

42<sup>nd</sup> ANNUAL GENERAL MEETING to be held on Thursday, 27<sup>th</sup> September, 2018 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003.

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 42<sup>nd</sup> Annual General Meeting of the Company at Jal Tarang Auditorium, NHPC Office Complex, Sector -33, Faridabad, Haryana-121 003 on Thursday, 27<sup>th</sup> September, 2018.

\_\_\_\_\_  
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 Karvy Computershare Private Limited, Registrar & Share Transfer Agent (RTA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the RTA's counter(s) at the venue against which RTA will provide admission card. Entry to the auditorium will be strictly on the basis of admission card 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.
- Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/ proxy holder(s) will be required to take care of their belonging(s).
- No gifts will be distributed at the Annual General Meeting.



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Website: www.nhpcindia.com

Fax No: 0129-2278018

Email ID: webmaster@nhpc.nic.in

### 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 : \_\_\_\_\_

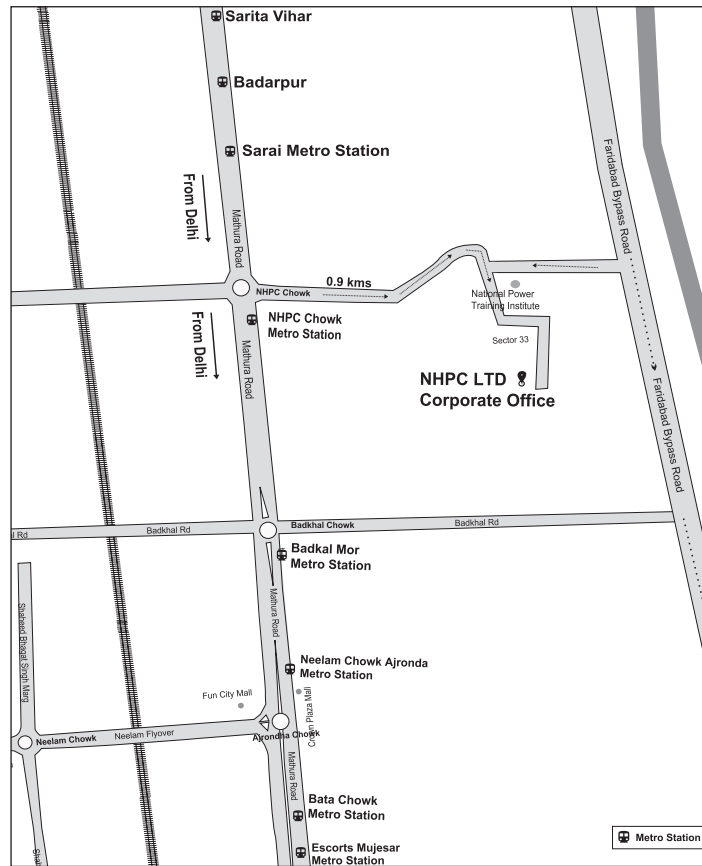
Address : \_\_\_\_\_

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 42<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday, the 27<sup>th</sup> September, 2018 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector -33, Faridabad, Haryana-121003 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
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31 <sup>st</sup> March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.		
2.	To note the payment of interim dividend and declare final dividend for the financial year 2017-18.		
3.	To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.		
4.	To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.		
5.	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2018-19		
<b>Special Business:</b>			
6.	Ordinary Resolution for the ratification of remuneration of the Cost Auditors for the financial year 2018-19.		
7.	Ordinary resolution for the appointment of Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company.		
8.	Ordinary resolution for the appointment of Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company.		
9.	Ordinary resolution for the appointment of Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company.		
10.	Ordinary Resolution for the appointment of Shri Janardan Choudhary (DIN 07871968) as Director (Technical) of the Company.		
11.	Special Resolution for the issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to ₹ 3,300 Crore.		
12.	To alter the articles of association of the Company in line with the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of shareholder

Affix  
Revenue  
Stamp of  
appropriate  
value

Signature of Proxy holder(s)

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 42<sup>nd</sup> Annual General Meeting.
3. Please complete all the details including details of member(s) in above box before submission.



## NHPC LIMITED

(A Government of India Enterprise)

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

CIN: L40101HR1975GOI032564

Tel. No.: 0129-2588110

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

In Compliance to the provisions of 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 (SEBI LODR), the company is pleased to provide remote e-voting facility to its members for voting on the resolutions proposed to be considered at the 42<sup>nd</sup> Annual General Meeting scheduled to be held on Thursday, 27<sup>th</sup> September, 2018 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003. The Company has engaged the services of M/s National Securities Depositories Limited (NSDL) as the Agency to provide e-voting facilities in compliance to the above said provisions.

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 23<sup>rd</sup> September, 2018

End of remote e-voting : Up to 05:00 P.M. (IST) on 26<sup>th</sup> September, 2018

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

### The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 20<sup>th</sup> September, 2018.

This Communication forms an integral part of the Notice dated 6<sup>th</sup> August, 2018 for the 42<sup>nd</sup> Annual General Meeting scheduled to be held on 27<sup>th</sup> September, 2018. The Annual Report for the financial year 2017-18 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 42<sup>nd</sup> 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: 6<sup>th</sup> August, 2018

Place: Faridabad

## **NSDL e-Voting system**

NSDL e-Voting system consists of "Two Steps" which are as under:

**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.**

**Step 1 : 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 :
  - 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 is mentioned overleaf/in the e-mail sent through permitted mode. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your "initial password" is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically 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 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 [fcs.ppa@gmail.com](mailto:fcs.ppa@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).