



## **Terms and Conditions of Appointment of Independent Directors on the Board of NHPC Limited**

The Independent (Part Time Non-Official) Directors are appointed as Additional Directors on the Board of NHPC Limited pursuant to the order of Ministry of Power, Government of India. The appointment of Independent Directors of the Company is subject to confirmation by shareholders in the next Annual General Meeting and the extant provisions of applicable laws including (i) Companies Act, 2013 (ii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and (iii) Articles of Association of the Company, and is generally for a period of three years or till further orders, whichever is earlier.

The Independent Directors are required to comply with “Code of Business Conduct & Ethics for Boards Members”, “Code of Conduct to Regulate, Monitor & Report trading by Insiders in the Securities of NHPC Limited” and other Codes, Policies & Procedures framed pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, DPE Guidelines on Corporate Governance, etc.

The Independent Directors are entitled to sitting fee for attending each meeting of the Board and its Committees, as decided by the Board from time to time. At present, the sitting fee is Rs.40,000/- per meeting of Board of Directors and Rs.30,000/- per meeting of Board level Committee or any other Committee constituted by the Board. The Independent Director are not eligible for any profit related commission or stock option.

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