

**NHPC Limited**

**(A Government of India Enterprise)**

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

CIN: L40101HR1975GOI032564

EBPAX No.: 0129-2588110/2588500

Website: [www.nhpcindia.com](http://www.nhpcindia.com), E-mail: [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in)

**NOTICE**

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting (AGM) of the members of NHPC Limited will be held on **Thursday, the 31<sup>st</sup> day of August, 2023 at 3:00 P.M.** (IST) through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following businesses.

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the report of the Board of Directors, Auditors’ Report thereon and Comments of the Comptroller & Auditor General of India; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, 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 2022-23.
3. To appoint a Director in place of Shri Biswajit Basu, Director (Projects) (DIN: 09003080), who retires by rotation and, being eligible, offers himself for re-appointment for remaining term at the pleasure of the President of India .
4. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2023-24 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 2023-24;

**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:**

5. To ratify the remuneration of the Cost Auditors for the financial year 2023-24 and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 read with applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration to the Cost Auditors appointed by Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2023-24, be and is hereby ratified as under:

  - a) ₹ 1,00,000 per power station (excluding TA/DA, taxes and duties).
  - b) ₹ 1,00,000 excluding TA/DA, taxes and duties for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in Form CRA-3.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Shri Premkumar Goverthan (DIN: 10064794), as an Independent Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, recommendations of the Nomination & Remuneration Committee and that of the Board, Shri Premkumar Goverthan (DIN:10064794), who was appointed as Independent Director by the President of India vide Ministry of Power order no. 2/13/2021-NHPC dated

March 02, 2023 for a period of three years w.e.f. the date of notification of his appointment or until further orders and subsequently appointed as an Additional & Independent Director by the Board of Directors w.e.f. March 10, 2023 and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 3 years w.e.f. the date of notification of his appointment i.e. March 02, 2023 up to March 01, 2026 or until further orders from the Government of India, whichever is earlier.”

7. To appoint Shri Uttam Lal (DIN: 10194925), as Director (Personnel) of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to applicable provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, Articles of Association of the Company, Shri Uttam Lal (DIN: 10194925), who was appointed by Board on recommendations of the Nomination & Remuneration Committee as Additional Director and Director (Personnel) w.e.f. his assumption of charge i.e. June 13, 2023, pursuant to Ministry of Power, Govt. of India order no. 9/9/2021-NHPC dated June 06, 2023 and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship, be and is hereby appointed as Director (Personnel) of the Company, liable to retire by rotation, on the terms and conditions and any further orders as may be issued by Govt. of India from time to time.”

**By the order of the Board of Directors**

Sd/-  
(Rupa Deb)  
Company Secretary

Date: June 27, 2023

**Regd. Office:**

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

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the special businesses to be transacted at the AGM is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 to 7 given above as special businesses in the forthcoming AGM, as they are unavoidable in nature.
2. The Ministry of Corporate Affairs ("MCA") vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, and May 5, 2020 (hereinafter collectively referred to as "MCA Circulars") has permitted convening the AGM through VC/ OAVM, without physical presence of the members at a common venue. In accordance with MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the AGM of the Company is being held through VC/ OAVM. **The Registered Office of the Company shall be deemed to be the venue of the AGM.** National Securities Depository Limited (NSDL) will be providing facility for remote e-voting, for participation in the AGM through VC/ OAVM and e-voting during the AGM.
3. As per the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed hereto.
4. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 05, 2023, Annual Report 2022-23 including Notice of AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ RTA (M/s Alankit Assignments Limited)/ Depository Participants as on **Friday, July 21, 2023**. Members may note that the Notice of AGM and Annual Report 2022-23 is also available on the Company's website [www.nhpcindia.com](http://www.nhpcindia.com), websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of e-voting service provider i.e. M/s NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. In terms of relevant provisions of the Act, Shri Biswajit Basu, Director (Projects) (DIN: 09003080) is liable to retire by rotation at this AGM and, being eligible, offers himself for re-appointment for remaining term at the pleasure of the President of India. The tenure of Shri Biswajit Basu as per the order of Ministry of Power, Govt. of India is up to December 31, 2023. The Nomination & Remuneration Committee in its meeting held on June 27, 2023, after taking into account the performance evaluation of Shri Basu has recommended his re-appointment. Based on the recommendation of Nomination & Remuneration Committee, the Board at its meeting held on June 27, 2023 has recommended the re-appointment of Shri Basu as Director (Projects). Brief resume of Directors seeking appointment or re-appointment at the AGM, as required under Regulation 36 of SEBI LODR is annexed hereto and forms part of the Notice.
7. Pursuant to Section 139 of the Act, the statutory auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). Further, in terms of Section 142 of the Act, 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. The members may authorize the Board to fix an appropriate remuneration of Joint Statutory Auditors to be appointed by C&AG for the financial year 2023-24 as may be deemed fit by the Board. The details of fees paid to the Statutory Auditors during the financial year 2022-23 on consolidated basis is provided in the "Report on Corporate Governance".
8. We urge members to support our commitment to environmental protection by choosing to receive all communication including Notice of AGM and Annual Report from the Company electronically:-
  - a. Members holding shares in demat mode, are requested to register / update their e-mail address with their respective Depository Participants.
  - b. Members holding shares in physical mode and who have not registered/ updated their e-mail address with the Company are requested to register/ update the same with Company's RTA M/s Alankit Assignments Limited, by submitting a request in form ISR-1 physically or by email to [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com).

9. The register of members and share transfer books of the Company will remain closed from **Wednesday, August 23, 2023 to Thursday, August 31, 2023** (both days inclusive).

## DIVIDEND

10. The Board of Directors, in their meeting held on February 07, 2023, had declared an interim dividend @ 14% (₹ 1.40 per equity share) on the paid up equity share capital of the Company which was paid in March, 2023. Further, the Board of Directors in their meeting held on May 29, 2023 had recommended a final dividend @ 4.50% (₹ 0.45 per equity share) on the paid up equity share capital of the Company for the financial year 2022-23. The Company has fixed **Tuesday, August 22, 2023** as "Record Date" for determining entitlement of members to receive final dividend, if declared at the AGM. The members whose name appear in the Register of Members/ List of Beneficial Owners (to be received from NSDL and CDSL) as on record date will be entitled to receive final dividend. The final dividend, if declared at the AGM, will be paid as per the provisions of the Act.

11. Subject to approval of the members at the AGM, the final dividend will be paid through electronic mode to those members who have updated their bank account details. Dividend warrants/ demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details. Members are requested to register/ update their complete bank details to receive dividend directly into their bank account:

- i. In case of shares that are held in demat mode, by submitting forms and documents as may be required by the Depository Participant(s); and
- ii. In case of shares that are held in physical mode, by submitting a request in form ISR-1 to the RTA i.e. M/s Alankit Assignments Limited at Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110055 or by email to [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com) from their registered email id.

## 12. TDS ON DIVIDEND

1. With effect from April 1, 2020, dividend income has become taxable in the hands of shareholders. Pursuant to the requirement of Income Tax Act, 1961 ("the IT Act"), the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. In this connection,

the shareholders are requested to take note of the following:

### A. Resident Shareholders:

- (i) TDS shall be deducted at the rate of 10% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the Financial Year (FY) 2023-24 to resident shareholders provided, valid PAN of the shareholder is available.

- (ii) However, TDS shall be deducted at higher rates as stated below in the following circumstances:

- **Valid PAN not available:** If the PAN is not valid or valid PAN is not available with the Company's Register of Members, TDS shall be deducted at the rate of 20% as per Section 206AA of the IT Act.

- **Specified person under Section 206AB:**

- TDS shall be deducted at the rate of 20 percent, in case of resident shareholders falling within the meaning of a 'specified person' as per Section 206AB(3) of the IT Act i.e. a person who has not filed the return of income for the assessment year relevant to the previous year immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in that previous year.

- The list of 'specified person' for the purpose of Section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department as per the CBDT Circular No. 11/2021 dated 21.06.2021.

- If PAN of a shareholder is not updated, it shall be assumed that the shareholder is a “specified person” for the purpose of Section 206AB of the Act and TDS would be regulated accordingly.
- (iii) In case of the following category of resident shareholders, no TDS shall be deducted or the TDS shall be deducted at lower rate, as the case may be, subject to submission of the documents specified below:
- **Form 15G/15H:** In case where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.
  - **Certificate for lower/Nil deduction:** In case the shareholder provides valid Certificate for lower/ Nil deduction under section 197 of the IT Act, tax shall be deducted as per the rate specified in the Certificate.
  - **Insurance Companies:** No TDS shall be deducted if the insurance company submits a self-Declaration certifying the details of securities held by it against which dividend is declared and certifying the fact that it is registered with IRDA and is eligible to claim the exemption under the second proviso to Section 194 of the IT Act. The said certificate shall also be accompanied with self-attested copy of PAN and IRDA registration certificate.
  - **Mutual Funds:** No TDS shall be deducted if the Mutual fund submits a self-declaration certifying the details of securities held by it against which dividend is declared and certifying the fact that it is registered with SEBI and is eligible to claim the exemption under Section 10(23D) of the IT Act.
- The said certificate shall also be accompanied with a self-attested copy of its PAN and SEBI registration certificate.
- **Other shareholders covered under Section 196:** No TDS shall be deducted if documentary evidences for coverage under Section 196 of IT Act are submitted in respect of other shareholders covered under Section 196 of IT Act such as Government, RBI or corporations established by Central Act which is under any law for the time being in force, exempt from income tax on its income.
  - **Alternate Investment Fund (AIF) Category I and II:** No TDS shall be deducted if self declaration that the shareholder is eligible for exemption under Section 10(23FBA) of the IT Act, for exemption from TDS under Section 197A(1F) and that they are established as Category I or Category II AIF under the SEBI regulations is submitted. Copy of self-attested registration documents and PAN card should also be provided.
  - **Recognized Provident funds/ Approved Superannuation fund/ Approved Gratuity Fund:** No TDS shall be deducted if necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) have been submitted.
  - **National Pension Trust:** No TDS shall be deducted if self-declaration along with self-attested copy of documentary evidence supporting the exemption from TDS under Section 197A(1E) of IT Act and self-attested copy of PAN card is submitted.
  - **Any other entity entitled to exemption from TDS:** In case any resident shareholder (other than those specified above) is exempted from TDS deduction as per the provisions of IT Act or by any other law or notification, a valid self-attested documentary evidence

(e.g. relevant copy of registration, notification, order etc.) in support of the entity being entitled to exemption from TDS needs to be submitted.

- (iv) No tax shall however be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed ₹ 5,000/-.

The above provision makes it mandatory on part of the Company to withhold taxes in all cases where the amount of dividend likely to be paid during the relevant financial year exceeds ₹ 5,000/-. NHPC has been regularly paying interim and final dividend since last few years and it is expected that the Company would pay an interim dividend during the current year also i.e., financial year 2023-24. Accordingly, TDS will be deducted @10% on the final dividend for financial year 2022-23 with a threshold limit of ₹ 4,000/.

- (v) Transferring credit to the beneficial owner:- In cases where the shareholder is merely a custodian of the shares and, accordingly, not the beneficial owner of the dividend payable in respect thereof, then, in order to transfer the credit of TDS to the beneficial owner of dividend income, the shareholder may provide a declaration prescribed by Rule 37BA of the Income-tax Rules, 1962. The aforesaid declaration shall contain (i) name, address, PAN and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person.

Please note that the application for transfer of credit of TDS under Rule 37BA would not be entertained in absence of the aforesaid prescribed details.

**B. Non-resident shareholders [including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs)]:**

- (i) Tax is normally required to be withheld at the rate of 20% (plus applicable surcharge and cess) under Section 195 or 196D, as the case may be of the

IT Act subject to beneficial provisions of the relevant Double Tax Avoidance Agreement (“DTAA/Treaty”).

- (ii) As per Section 90 of the IT Act, a non-resident shareholder (including FIIs/FPIs) has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose i.e., to avail the tax treaty benefits, the non-resident shareholder will have to provide all of the following documents:

- Self-attested copy of PAN allotted by the Indian Income Tax Authorities. In case PAN is not available, details as prescribed under rule 37BC of Income-tax Rules, 1962 to be furnished;
- Self-attested copy of valid Tax Residency Certificate obtained from the Tax Authorities of the country of which the shareholder is a resident (valid for financial year 2023-24);
- Self-declaration in Form 10F for FY 2023-24 for Non-resident shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Form 10F online at the link <https://eportal.incometax.gov.in/> with effect from April 1, 2023 to avail the benefit of tax treaty. However, in view of the CBDT notification vide F No. DGIT(S)-ADG(S)-3/e-Filing Notification/Forms/2022/9227, dated 12-12-2022 and F No. DGIT(S)-ADG(S)-3/e-Filing Notification/Forms/2023/13420, dated 28-03-2023, Non-resident taxpayers not having PAN and also not required to have PAN as per the relevant provisions of the Income Tax Act, 1961 have been exempted from mandatory electronic filing of Form 10F till 30<sup>th</sup> September 2023. Therefore, such category of taxpayers may make the statutory compliance of furnishing of Form 10F in manual mode till 30<sup>th</sup> September 2023;

- Self-declaration duly signed and stamped on letterhead as per **Annexure-A** enclosed herewith;
  - Self-attested copy of any other document as prescribed under the IT Act for lower withholding of taxes, if applicable.
- (iii) Further, in case the non-resident shareholder is eligible to claim deduction of TDS at a lower/NIL rate, TDS shall be deducted at such lower/NIL rate, subject to submission of the documents specified below:
- Lower deduction certificate under Section 197 or 195(3) as the case may be, obtained from the Income Tax Authority. In case of an Indian branch of a foreign bank, the lower deduction certificate is also to be supported with a self-declaration confirming that the income is received by the Indian branch on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.
  - In case any non-resident shareholder is exempted from TDS as per the provisions of IT Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc., necessary documentary evidences substantiating exemption shall be submitted.
- (iv) It may be noted that tax is required be deducted at the rate of 40% (plus applicable surcharge and cess), in case of such non-resident shareholders who have a Permanent Establishment (PE) in India and who qualify as a 'specified person' as per Section 206AB(3) of the IT Act (as defined above).
- The list of 'specified person' for the purpose of Section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department as per the CBDT Circular No. 11/2021 dated 21.06.2021.
- Further, the provisions of Section 206AB shall not be applicable in the cases of non-resident shareholders not having a PE in India. For this purpose, the expression PE (i.e., permanent establishment) includes a fixed place of business through which the business of the non-resident is wholly or partly carried on.
- In case the name of any non-resident shareholder forms part of the aforesaid list of 'specified person' as per the Reporting utility, tax shall be deducted at the rate of 40% (plus applicable surcharge and cess) unless the non-resident shareholder does not have a PE in India. If the non-resident shareholder does not have a PE in India, the non-resident shareholder is required to furnish a declaration duly signed and stamped to such effect to ensure that taxes are not held at such higher rate of 40% (plus surcharge and cess).
2. The shareholders are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with the Company's Registrar and Transfer Agents – Alankit Assignments Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) so that the deduction of TDS is carried out appropriately.
  3. Further, the aforementioned documents are required to be uploaded by shareholders on the Alankit Assignments Limited (Registrar & Transfer Agent of the Company) portal <https://einward.alankit.com/> or should be submitted by e-mail at [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com) or [investorcell@nhpc.nic.in](mailto:investorcell@nhpc.nic.in) for claiming TDS exemption/lower deduction/transferring TDS credit to the beneficial owner by 11:59 p.m. IST on or before **Tuesday, August 22, 2023** (Record Date for Dividend). No communication would be accepted from shareholders after the said date regarding nil/lower tax/transferring TDS Credit to beneficial owner matters.
  4. Application of beneficial TDS rates (including the beneficial DTAA rates) or exemption from TDS for shareholders shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the shareholders. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents or upon documents being found to be non-satisfactory upon review by the Company, shareholder would still have the option of claiming refund of the excess tax paid at the time of filing income tax return. No claim shall lie against the Company for such taxes deducted.

5. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
6. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents or upon documents being found to be non satisfactory on review by the Company, the shareholder would still have the option of claiming refund of the excess tax paid at the time for filing their income tax return. No claim shall lie against the Company for such taxes deducted.
7. Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>.
8. Above communication on TDS sets out the provisions of law in a summary manner only, as on the date of the communication, and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders may note that, since the tax consequences are dependent on facts and stances of each case, they are advised to consult their own tax consultant with respect to specific tax implications arising out of receipt of dividend.

#### INVESTOR EDUCATION AND PROTECTION FUND

13. Members are requested to note that in terms of Section 124 of the Act, dividends which remains unpaid or unclaimed for a consecutive period of seven years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends shall also be transferred to the demat account of IEPF Authority. Accordingly, members are requested to claim their dividends and shares referred above from the Company, within the stipulated time. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-Form IEPF-5 (available at [www.iepf.gov.in](http://www.iepf.gov.in)). For further details, please refer to website of the Company at [www.nhpcindia.com](http://www.nhpcindia.com) and Report on Corporate Governance, which forms part of the Annual Report of the Company.  
The due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2015-16 and thereafter, are as under:

Financial Year	Date of Declaration of Dividend	Due Date for Transfer to IEPF
2015-16 (Final Dividend)	22.09.2016	27.10.2023
2016-17 (Interim Dividend)	12.01.2017	12.02.2024
2016-17 (Final Dividend)	27.09.2017	31.10.2024
2017-18 (Interim Dividend)	12.02.2018	14.03.2025
2017-18 (Final Dividend)	27.09.2018	01.11.2025
2018-19 (Interim Dividend)	08.02.2019	11.03.2026
2018-19 (Final Dividend)	23.09.2019	28.10.2026
2019-20 (Interim Dividend)	07.02.2020	08.03.2027
2019-20 (Final Dividend)	29.09.2020	01.11.2027
2020-21 (Interim Dividend)	11.02.2021	16.03.2028
2020-21 (Final Dividend)	29.09.2021	03.11.2028
2021-22 (Interim Dividend)	11.02.2022	14.03.2029
2021-22 (Final Dividend)	25.08.2022	28.09.2029
2022-23 (Interim Dividend)	07.02.2023	09.03.2030

#### PROCEDURE FOR INSPECTION OF DOCUMENTS

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM upon login at NSDL e-voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. All documents referred to in the Notice will also be available for inspection electronically without any fee by the Members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect documents can send an e-mail to Company Secretary at [agm2023@nhpc.nic.in](mailto:agm2023@nhpc.nic.in) mentioning their name, DP ID & Client ID/folio number and Permanent Account Number (PAN). Members seeking any information with regard to businesses to be transacted at the AGM, are requested to write to the Company on or before **Thursday, August 24, 2023**, through e-mail at [agm2023@nhpc.nic.in](mailto:agm2023@nhpc.nic.in). The same will be replied by the Company suitably.

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

16. Pursuant to the provisions of Section 108 of the Act read with relevant rules, Regulation 44 of SEBI LODR (as amended) and MCA Circulars, the Company is providing the facility of remote e-voting and e-voting at the AGM in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed M/s National Securities



Depositories Limited (NSDL) for facilitating voting through electronic means, as authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by M/s NSDL.

17. The members can join the AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
18. Members, whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **Thursday, August 24, 2023** shall only be entitled to avail the facility of remote e-voting or e-voting during the AGM. The voting rights shall be as per the number of equity shares held by the members as on the cut off date. A person who is not a Member as on the cut-off date should treat the notice of AGM for information purpose only.
19. In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members of the company will be entitled to vote.
20. Members who would like to ask questions regarding businesses to be conducted during the AGM, should register themselves as a speaker by sending a request from registered e-mail address mentioning their name, demat account number/ folio number, PAN, mobile number at [agm2023@nhpc.nic.in](mailto:agm2023@nhpc.nic.in) from **Monday, August 21, 2023 to Friday, August 25, 2023 till 05:00 P.M. (IST)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video/ camera along with good internet speed.

21. The Board of Directors has appointed Shri Amit Kaushal (Membership No. F6230, COP No. 6663) and failing him Shri Alok Kumar Tripathi (Membership No. A27448, COP No. 13447) of M/s A. Kaushal & Associates, Company Secretaries, New Delhi, e-mail address: [aka\\_pcs@yahoo.com](mailto:aka_pcs@yahoo.com), to act as scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
22. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. **Thursday, August 31, 2023**.
23. The result of e-voting shall be declared within two working days from the conclusion of the AGM and simultaneously be intimated to Stock Exchanges. The result along with scrutinizer's report shall also be displayed on the notice Board of the Company, made available on the website of the Company at [www.nhpcindia.com](http://www.nhpcindia.com) and on the website of M/s NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING**

24. The remote e-voting period begins on **Monday, August 28, 2023 at 09:00 A.M.** (IST) and ends on **Wednesday, August 30, 2023 at 05:00 P.M.** (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Thursday, August 24, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, August 24, 2023**.

#### **E-voting Process**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


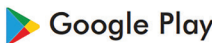


##### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on <b>company name or e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

	<p>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR Code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>
	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</p>

	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character 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. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and

open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL eVoting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

*Change(s)/ updation(s), if any in the aforesaid instructions for will be hosted on website of the Company.*

**GENERAL GUIDELINES FOR SHAREHOLDERS**

25. 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 [aka\\_pcs@yahoo.com](mailto:aka_pcs@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**eVoting**" tab in their login.
26. 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.
27. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose e-mail IDs are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice**

28. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (Email ID [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in))/ RTA (Email ID [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com)).

29. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (Email ID [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in))/ RTA (Email ID [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
30. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
31. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

32. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
33. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
34. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
35. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

36. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may follow the steps mentioned above to access **NSDL e-Voting system**. After successful login, you can see link of **“VC/OAVM link”** placed under **“Join General meeting”** menu against company name. You are requested to

click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

37. Members are encouraged to join the Meeting through Laptops for better experience.
38. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
39. Members joining the AGM from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
40. Members, who need assistance before or during the AGM, may contact NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 - 4886 7000 and 022 - 2499 7000.

**OTHER INFORMATION**

41. Members holding shares in physical mode are:
  - a. Informed that SEBI vide its circular dated March 16, 2023 has made it mandatory for the holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers on or before October 1, 2023 to the RTA of the Company in respect of all concerned Folios. Folios wherein any of the above document(s)/details are not furnished on or before the said date, shall be frozen by the RTA. From October 01, 2023, any service request of shareholder (whose shares have been frozen) shall be entertained by RTA only upon registration of the PAN, Nomination, Contact details, Bank A/c details and Specimen signature. Further, after December 31, 2025, the frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. As per the requirements, the Company has intimated concerned members about the folios which are incomplete in terms of said SEBI circular. In view of above, physical shareholders are requested to furnish valid PAN, Nomination, Contact details, Bank A/c details and Specimen signature immediately

- to the Company/RTA through relevant forms. For more details, please refer to our website at [www.nhpcindia.com](http://www.nhpcindia.com).
- b. Requested to send their share certificates to RTA for consolidation, in case shares are held under two or more folios.
  - c. Informed that shares held in physical mode will not be accepted for transfer.
  - d. Informed that as per SEBI Circular dated January 25, 2022, securities shall be issued only in demat mode, while processing requests pertaining to issuance of duplicate share certificate, claim from unclaimed suspense account, endorsement, subdivision/ consolidation of share certificates, transmission and transposition. Accordingly, all holders of physical securities, who have not yet dematerialized their securities, are also advised to get their securities converted into electronic form (DEMAT)
42. 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, IFS Code and address of the Bank with pin Code number, if not furnished earlier.
43. As per Section 72 of the Act, shareholders may register their nomination in respect of shares held by them by submitting form No. SH-13 to their respective DP, in case of shares held in demat mode and to RTA of the Company, in case the shares are held in physical mode. If a shareholder holding shares in physical form, desire to opt out or cancel the earlier nominations and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.nhpcindia.com/welcome/page/304>.
44. Members are informed that SEBI vide its Circular dated 30.05.2022 has issued Standard Operating Procedures (SOP) for dispute resolution under Stock Exchanges arbitration mechanism for dispute between a listed company and/or RTA and its Shareholder(s)/Investor(s).
45. Members are requested to address all correspondences, including dividend matters to our Registrar and Share Transfer Agent:
- Alankit Assignments Limited**  
Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055  
Tel.:011-42541234, 011-23541234  
Fax-011-42541201, 011-23552001  
Email: [alankit.nhpc@alankit.com](mailto:alankit.nhpc@alankit.com)  
website: [www.alankit.com](http://www.alankit.com)  
Toll free No. 1860 1212 155
46. None of the Directors of the Company are in any way related to each other.
- By the order of the Board of Directors**  
Sd/-  
(Rupa Deb)  
Company Secretary
- Date: June 27, 2023
- Regd. Office:**  
NHPC Office Complex,  
Sector-33, Faridabad, Haryana -121003  
CIN: L40101HR1975GOI032564

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

### Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors for the financial year 2023-24 to conduct the audit of cost records of the Company on the remuneration of ₹ 100,000 per power station (excluding TA/DA, taxes and duties):

S No	Name of the Firm (M/s)	Power Stations
1	Chandra Wadhwa & Co., Delhi*	Dulhasti and Salal
2	Balwinder & Associates, Mohali	Sewa-II, Parbati-III and Chamera-I
3	S C Mohanty & Associates, Delhi	Uri-I, Uri-II and Kishanganga
4	Sanjay Gupta & Associates, Delhi	Baira Siul, Chamera-II and Chamera-III
5	K B Saxena and Associates, Lucknow	Tanakpur, Dhauliganga and 50 MW Solar Power Project, Tamilnadu

S No	Name of the Firm (M/s)	Power Stations
6	K G Goyal & Associates, Jaipur	Chutak, Nimoo Bazgo and Wind Power Project, Jaisalmer
7	Niran & Co., Kolkata(WB)	Rangit, Teesta-V, Loktak
8	DGM & Associates, Kolkata (WB)	TLDP-IV ,TLDP-III & Subansiri Lower Project**
9	Ramnath Iyer & Co., Delhi	Parbati-II **

\*M/s. Chandra Wadhwa & Co., Delhi has also been appointed as Lead Cost Auditor at a remuneration of ₹ 1,00,000/- (excluding TA/DA taxes and duties) for consolidation of Cost Audit Report of all power stations and submission of Consolidated Cost Audit Report in Form CRA-3 for the financial year 2023-24.

\*\*Appointment in respect of Parbati-II Project and Subansiri Lower Project will be subject to its becoming commercially operative during the financial year 2023-24.

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

Accordingly, consent of the members is sought through an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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. 5 of the notice except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item no. 5 of the notice for approval by the shareholders.

#### **Item No. 6**

Ministry of Power vide its order no. 2/13/2021-NHPC dated March 02, 2023 has appointed Shri Premkumar Goverthanan (DIN: 10064794) as Non-official Independent Director on the Board of the Company for a period of three years w.e.f. date of order or until further orders.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the Director appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and shall be eligible for re-appointment. Accordingly, the Board appointed Shri Premkumar Goverthanan (DIN: 10064794) w.e.f. March 10, 2023 as Additional and Independent Director.

The Company has received notice in writing under the provisions of Section 160 of the Act, from Shri Goverthanan proposing his candidature for appointment as Independent Director of the Company. The Company has also received necessary disclosure and declarations from the aforesaid Director as per provisions of the Companies Act, 2013 and SEBI LODR. Shri Premkumar Goverthanan is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee in its meeting held on June 27, 2023 has, after taking into account the performance evaluation of the aforesaid Independent Director during his tenure of FY 2022-23 and considering his knowledge, background, expertise, experience and capabilities, recommended to the Board his appointment as Independent Director.

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on June 27, 2023 has recommended the appointment of Shri Premkumar Goverthanan as an Independent Director, not liable to retire by rotation, for a period of 3 years w.e.f. date of Order issued by Ministry of Power, Govt. of India dated March 02, 2023 or until further orders from the Government of India, whichever is earlier.

The order of Ministry of Power dated March 02, 2023 and a copy of letter of appointment setting out the terms and conditions are available for inspection by the members electronically during business hours of the Company, without any fee.

In terms of Sections 149 and 152 of the Companies Act, 2013, the appointment of Shri Premkumar Goverthanan as an Independent Director on the Board of the Company, not liable to retire by rotation, requires approval of the Members in the General Meeting.

Save and except Shri Premkumar Goverthanan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution as set out in the Notice for approval by the Members.

Brief resume of Shri Premkumar Goverthanan is annexed.

## Item Nos. 7

Ministry of Power vide order no. 9/9/2021-NHPC dated June 06, 2023 has appointed Shri Uttam Lal (DIN 10194925) as Director (Personnel) on the Board of Company w.e.f. the date of his assumption of charge of the post till the date of his superannuation i.e. 31.05.2026, or until further orders, whichever is earlier. Shri Uttam Lal assumed the charge of the post of Director (Personnel) w.e.f. June 13, 2023.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013 and SEBI LODR. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and shall be eligible for re-appointment. Accordingly, the Board appointed Shri Uttam Lal (DIN: 10194925) w.e.f. June 13, 2023 as Additional and Director (Personnel).

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

The Company has received a notice in writing from Shri Uttam Lal under the provisions of Section 160 of the Act, proposing his candidature for directorship of the Company. The Company has also received necessary disclosure and declarations from Shri Lal as per provisions of the Companies Act, 2013 and SEBI LODR. Shri Lal is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee in its meeting held on June 27, 2023 has recommended to the Board his appointment as Director (Personnel) considering his knowledge, background, expertise, experience and capabilities.

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on June 27, 2023 has recommended the appointment of Shri Uttam Lal as Director (Personnel) of the Company, liable to retire by rotation.

In view of above, it is proposed to obtain approval of shareholders for appointment of Shri Uttam Lal (DIN 10194925) as Director (Personnel) on the Board of the Company as per order received from Govt. of India and any further orders issued by the Govt. of India, by passing Ordinary Resolution set out at Item no.7 of this Notice.

The order of Ministry of Power dated June 06, 2023 and other related documents are available for inspection by the members electronically during business hours of the Company, without any fee.

Save and except Shri Uttam Lal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Brief resume of Shri Uttam Lal is annexed.

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

### **A. Shri Biswajit Basu, Director (Projects) (DIN: 09003080)**

Shri Biswajit Basu is Director (Projects) of NHPC Limited. Shri Basu is also holding additional charge of Director (Technical) of the Company.

Shri Biswajit Basu is associated with NHPC Limited since October, 1987 and steadily rose to current position with utmost sense of responsibility, ethics and dedication. In his present assignment as Director (Projects), Shri Basu is in-charge of all under construction projects of NHPC, which includes Hydro as well as Renewable Energy Projects. Major functions of various divisions in Corporate Office i.e., Project Monitoring & Support Group (PMSG), IT&C, Construction Equipment Planning & Monitoring (CEPM), Arbitration, Renewable Energy & Green Hydrogen and Corporate Communication are also under his ambit.

Shri Basu is member of Committee of Directors on Corporate Social Responsibility & Sustainability, Audit Committee, Stakeholders' Relationship Committee and Risk Management Committee.

Date of Birth and Age: December 30, 1963 (59 years)

Nature of Expertise in specific functional areas:

Shri Basu graduated from Tripura Engineering College (Now NIT, Agartala) in Electrical Engineering in 1986 and has diverse experience of more than 33 years in the field of Hydro Power.

Prior to joining NHPC Board, Shri Basu has served NHPC in various capacities and contributed to most of the projects of NHPC during Construction and O&M Stages. In the course of his career, he worked as Head of Project of various projects including Chutak Power Station, Loktak Power Station, Dibang Multipurpose Project and Dhauliganga Power Station. During the commissioning of TLDP – III Power Station he was the In-charge of Commissioning Team. He has also worked as CEO of Loktak Downstream Hydroelectric Corporation Limited (LDHCL). He has attended various international Training programs across countries like Sweden and France under Transfer of Technology Program.



Disclosure of relationships between Directors inter-se:  
There is no relationship between Directors inter-se.

Other Companies including Listed Entities in which Shri Basu holds directorship and the membership of Committees of the Board are as under:

1. Chenab Valley Power Projects Private Limited (Director)
2. Ratle Hydroelectric Power Corporation Limited (Director)
3. Bundelkhand Saur Urja Limited (Chairman-Director)
4. NHPC Renewable Energy Limited (Chairman-Director)
5. Jalpower Corporation Limited (Chairman-Director)
6. Lanco Teesta Hydro Power Limited (Chairman-Director)

He does not hold directorship in any listed Company, other than NHPC Limited.

Listed Entities from which Shri Basu has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2023): 10,275 Equity Shares

Key terms and conditions of re-appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2022-23: Shri Biswajit Basu was first appointed on the Board of NHPC Limited as Additional Director and Director (Projects) on January 01, 2021. His appointment as Director (Projects) was regularized in the Annual General Meeting held on 29.09.2021. Details pertaining to number of meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2022-23.

**B. Shri Premkumar Goverthanam, Independent Director (DIN: 10064794)**

Shri Premkumar Goverthanam is an Additional and Independent Director of NHPC Limited. Shri Premkumar Goverthanam is now engaged with his son's business activities as Senior Advisor for their Group of Companies based in Chennai, engaged in Construction and Development.

Shri Premkumar Goverthanam is a member of Audit Committee, Nomination and Remuneration Committee and Committee of Directors on Corporate Social Responsibility & Sustainability.

Date of Birth and Age: May 05, 1962 (61 years)

Nature of Expertise in specific functional areas: Shri Goverthanam holding Bachelor's Degree in Economics from Annamalai University, Tamil Nadu, is associated with Politics and his son's business activities. He is an entrepreneur and has vast experience in Manufacturing Industry and Agriculture.

Disclosure of relationships between Directors inter-se:  
There is no relationship between Directors inter-se.

Other Companies including Listed Entities in which Shri Goverthanam holds directorship and the membership of Committees of the Board: Nil

Listed Entities from which Shri Goverthanam has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on 31.03.2023): Nil

Skills and Capabilities: Please refer to the Skills & Competency matrix in the Report on Corporate Governance and the details given in the Explanatory Statement.

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2022-23: Shri Premkumar Goverthanam was appointed on the Board of NHPC Limited as Additional and Independent Director w.e.f. March 10, 2023. Details pertaining to number of meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2022-23.

**C. Shri Uttam Lal, Director (Personnel) (DIN: 10194925)**

Shri Uttam Lal is Director (Personnel), NHPC Limited. Before joining NHPC Board, Shri Lal was Chief General Manager & CEO – NTPC Foundation at NTPC Limited. He has had 35 years of rich experience to his name, with his core competencies in CSR and R&R – Land acquisition, policies and wages, industrial relations, employee benefits functions among others. In the duration of his illustrious career, Shri Lal had headed the HR functions of NETRA the R&D wing of NTPC where he was instrumental in building the initial team of researchers, formulating competency development framework, designing academy and industrial interface model and acquiring talent from Global markets. He also had the credit of heading HR & CSR functions of the largest Power Plant of India (NTPC-Vindhyachal) and was Regional HR head of the largest Zone, Northern Region.

He was entrusted the responsibilities of task force-NTPC for Rescue & Relief operations at Joshimath, Distt. Chamoli, Uttarakhand. In recent past, he was assigned the task of Organisational Transformation of a Joint Venture company of NTPC & Reliance Infra, Utility Powertech Limited.

Date of Birth and Age: June 01, 1966 (57 years)

Nature of Expertise in specific functional areas: Shri Lal is a management graduate in HR from Xavier Institute of Social Service (XISS), Ranchi with additional qualification of Bachelor of Law (HRM) and Harvard Manage-mentor Certification.

Disclosure of relationships between Directors inter-se: There is no relationship between Directors inter-se.

Other Companies including Listed Entities in which Shri Lal holds directorship and the membership of Committees of the Board: Nil

Listed Entities from which Shri Lal has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on 13.06.2023): Nil

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board meetings attended during FY 2022-23: Shri Uttam Lal was appointed on the Board of NHPC Limited as Additional Director and Director (Personnel) w.e.f. June 13, 2023. In FY 2022-23, he did not attend any meetings, as his appointment was effective from June 13, 2023.

<To be printed on letterhead>

**DECLARATION FOR CLAIMING BENEFITS UNDER DTAA**

Date:

To,

**NHPC Limited**

NHPC Office Complex,

Sector 33, Faridabad, Haryana - 121002

Email: [investorcell@nhpc.nic.in](mailto:investorcell@nhpc.nic.in)

**Subject: Declaration for eligibility to claim benefit under Double Taxation Avoidance Agreement between Government of India and Government of <country of tax residency> ("DTAA/Treaty"), as modified by Multilateral Instrument ("MLI"), if applicable**

With reference to above, I/We wish to declare as below:

1. I / We, ..... <Full name of the shareholder>, having permanent account number (PAN) <mention PAN> under the Indian Income tax Act, 1961 ("the IT Act"), and holding <mention number of shares held> number of shares of NHPC Limited ("the Company") under demat account number/ folio number ..... as on the record date, am / are a tax resident of ..... <country name> in terms of Article <mention relevant Article number of the DTAA> of the DTAA as modified by MLI (if applicable) and do not qualify as a 'resident' of India under Section 6 of the Indian Income-tax Act, 1961 ("the IT Act"). A copy of the valid tax residency certificate for <period>, alongwith Form 10F which is valid as on the Record Date, is attached herewith.
2. I/We am/are and will continue to remain a tax resident of ..... <country name> during the relevant Financial Year.
3. I/We am/are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim Treaty rate.
5. I/We do not have a Permanent Establishment ("PE") in India in terms of Article ..... <mention relevant Article number of the DTAA> of the DTAA

as modified by MLI (if applicable) or a fixed base in India and the amounts paid/payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.

6. I/We do not have a PE in a third country and the amounts paid/payable to me/us, in any case, is/are not attributable to a PE in third jurisdiction, if any, which may have got constituted otherwise.
7. I/We do not have a Business Connection in India according to the provision of Section 9(1)(i) of the Act and the amounts paid/ payable to me/us, in any case, are not attributable to business operations, if any, carried out in India.
8. I/We confirm that the main purpose or the principal purpose of arranging my affairs/affairs of <Full name of the shareholder> was not to obtain tax benefits available under the applicable Treaty.
9. Further, our claim for relief under the Treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.

I/We hereby certify that the declarations made above are true and bonafide. I/we hereby certify that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me/us.

I/we will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

**For..... <Mention the name of the payee>**

**Authorised Signatory**

**<Name of the person signing>**

**<Designation of the person signing>**