

SCRUTINIZER'S REPORT

[Pursuant to the directions of Ministry of Corporate Affairs vide order dated 23rd February, 2023 read with letter dated 16th August, 2023]

To
Shri Mohammad Afzal, Joint Secretary (Hydro), Ministry of Power
The Chairperson of
Meeting of the Equity Shareholders of
NHPC Limited
Through video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Ref: Ministry of Corporate Affairs ("MCA" / "Learned Authority") Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III read with letter dated 16th August, 2023.

Sub: Scrutinizer's Report on remote e-voting and e-voting during the meeting (e-voting) convened through video conferencing ("VC") / other audio visual means ("OAVM") of Equity Shareholders of NHPC Limited ("Meeting") in terms of the provisions of Companies Act, 2013 and pursuant to the directions of MCA vide its Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III read with letter dated 16th August, 2023 ("MCA Order").

Dear Sir,

MCA vide its order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III read with letter dated 16th August, 2023 has *inter alia* directed to convene separate meeting of Equity Shareholders of NHPC Limited ("Transferee Company"/ "NHPC") for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Lanco Teesta Hydro Power Limited, (Transferor Company) and NHPC Limited (Transferee Company) and their respective members and creditors under the provisions of Section 230 to 232 of the Companies Act, 2013 ("Act") read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

I, CS Amit Kaushal, proprietor of M/s A. Kaushal & Associates, Company Secretaries having office at A-160, Basement, Defence Colony, New Delhi-110024 have been appointed as Scrutinizer by the Company for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting on the proposed resolution contained in the Notice calling the Meeting, submit my report as under;

1. As per directions of MCA vide its Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III, notice of meeting along with the

Page 1 of 5

AMIT
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accompanying documents for convening meeting of the Equity Shareholders of **NHPC Limited**, the Transferee company, scheduled to be held on Friday, 29th September, 2023 at 12:30 P.M. (IST) through VC / OAVM was duly sent to the Equity Shareholders whose email address are registered with the Transferee Company/RTA/ Depository Participant(s) as on Friday, 15th July, 2022 i.e. cut-off date as decided by MCA.

2. The said Notice was also placed on the website of the Company viz. www.nhpcindia.com and also available on the website of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com, respectively and on the website of e-voting service provider i.e. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
3. The meeting of the Equity Shareholders of the Transferee Company was duly convened and held on Friday, 29th September, 2023 at 12:30 P.M. (IST) through VC / OAVM.
4. As Scrutinizer, I have to scrutinize the process of:
 - (i) remote e-voting; and
 - (ii) e-voting during the Meeting.

Management's Responsibility

5. The management of the Transferee Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder, (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("LODR") and (iii) the MCA Order in this regard. The management of the Transferee Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

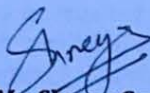
6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the meeting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Transferee Company to provide the facility of remote e-voting and e-voting during the Meeting and attendance papers / documents furnished to me electronically by the Transferee Company and / or NSDL for my verification.

Cut-off date

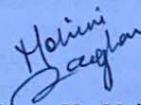
7. The Equity Shareholders of the Transferee Company as on the "cut-off" date, as specified in the Notice, i.e., 22nd September, 2023 were entitled to vote on the resolution as set out in the Notice calling the meeting and their voting rights were in proportion to their share in the paid-up share capital of the Transferee Company as on the cut-off date.

8. Remote E-voting and e- voting during the Meeting:

- 8.1 The remote e-voting commenced from Tuesday, 26th September 2023, 9:00 A.M. (IST) and ended on Thursday, 28th September, 2023, 5:00 P.M. (IST).
- 8.2 After the time as fixed for closing of the e-voting by the Chairman, the report on e-voting done during the meeting and the votes cast through remote e-voting facility prior to meeting, were unblocked on Friday, 29th September, 2023 and the same was witnessed by two witnesses, **Ms. Shreya Gupta** and **Ms. Mohini Raghav**, who are not in the employment of the Transferee Company and/or NSDL. They have signed below in confirmation of the same.



Name: Ms. Shreya Gupta



Name: Ms. Mohini Raghav

- 8.3 The e-votes were reconciled with the records maintained by the Transferee Company/NSDL and the authorizations lodged with the Transferee Company/NSDL on test check basis.
- 8.4 Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com. Based on the report generated from NSDL site and relied upon by me, the data relating to remote e-voting and e-voting during the meeting were scrutinized on test check basis.
9. The resolution as set out in the Notice calling the Meeting of Equity Shareholders (Resolution) is reproduced below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of NHPC Limited and subject to the approval by the requisite majority of the Creditors of NHPC Limited, and subsequent approval of the Government of India, through the Ministry of Corporate Affairs ("Learned Authority") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by the Learned Authority or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and

include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Equity Shareholders be and are hereby accorded to the Scheme of amalgamation between Lanco Teesta Hydro Power Limited (Transferor Company) and NHPC Limited (Transferee Company), and their respective members and creditors ("Scheme") as enclosed with the notice of the meeting of Equity shareholders.

RESOLVED FURTHER THAT Chairman & Managing Director, Director (Finance), Director (Projects) and/or Shri Suresh Kumar, GM (Electrical), SBD & C Division of the Transferee Company, severally and jointly be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the MCA and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as such aforesaid person may deem fit and proper without being required to seek any further approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. The consolidated results of remote e-voting and e-voting during the Meeting, on the Resolution, based on the reports generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

Voted in "Favour" or "Against" the resolution:

Voting Method	Votes in assent		Votes in dissent		Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	9,20,26,69,195	99.9993	62,215	0.0007	NIL
E-voting	7,474	100	NIL	NIL	NIL
Total	9,20,26,76,669	99.9993	62,215	0.0007	NIL

11. The votes (e-voting /remote e-voting) casted by the members of Company in favour of the resolution is more than the requisite majority, and therefore, the resolution is deemed to be passed. The Chairman may declare the result accordingly.
12. The Register and all other papers relating to remote e-voting and e-voting will be handed over to the Company Secretary after consideration, approval and signing of the minutes by the Chairman of the meeting.

13. This report has been issued at the request of the Transferee Company for (i) submission to MCA, the Stock Exchanges, and other Regulatory Authorities, as required and (ii) placing on website of the Transferee Company and of NSDL. This report is not to be used for any other purpose or to be distributed by the Transferee Company to any other party(ies). Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party(ies) to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.
Yours faithfully

AMIT

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CS Amit Kaushal

A. Kaushal & ASSOCIATES

Company Secretaries

FCS No.: 6663

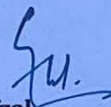
C. P. No.: 6230

UDIN: F006230E001129737

Place: New Delhi

Date: 29.09.2023

Countersigned by:



Mohammad Afzal
(Chairperson for the Meeting)

मोहम्मद अफ्जल / MOHAMMAD AFZAL

संयुक्त सचिव / Joint Secretary

विद्युत मंत्रालय / Ministry of Power

भारत सरकार / Government of India

नई दिल्ली-110001 / New Delhi-110001

Meeting of Equity Shareholders held on Friday, 29th September, 2023 at 12.30 P.M. (IST)

Declaration of results of remote e-voting and e-voting during the meeting

Pursuant to the Order dated 23rd February, 2023 ("Order") passed by the Ministry of Corporate Affairs ("MCA") in the Company Application No. 24/6/2022-CL-III, the meeting of equity shareholders of NHPC limited was held on Friday, 29th September, 2023 at 12.30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Company had provided e-voting facility to the equity shareholders to enable them to cast their vote electronically on the resolutions proposed in the notice of meeting of equity shareholders of NHPC Limited dated 24th August, 2023. The remote e-voting was open from 09:00 AM (IST) on Tuesday, 26th September, 2023 to 05:00 PM (IST) on Thursday, 28th September, 2023. The Company also provided e-voting facility during the meeting of equity shareholders for shareholders who did not cast their vote through remote e-voting.

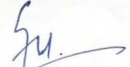
The Company had appointed Shri Amit Kaushal, Practicing Company Secretary of M/s. A. Kaushal & Associates, New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Shri Amit Kaushal has carried out the scrutiny of all the electronic votes, received through remote e-voting up to 05:00 PM on Thursday, 28th September, 2023 and electronic votes received during the meeting and submitted his report on 29th September, 2023.

The consolidated results, as per the Scrutinizers' Report dated 29th September, 2023 are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
1.	To approve the Scheme of Amalgamation between Lanco Teesta Hydro Power Limited and NHPC Limited and their respective members and creditors, pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable statutory provisions.	9,20,26,76,669	99.9993	62,215	0.0007	NIL

Based on the consolidated report of Scrutinizer, all the resolutions as set out in the Notice convening meeting of Equity Shareholders have been duly approved by the equity shareholders with requisite majority.

For NHPC Limited



(Mohammad Afzal)

Joint Secretary (Hydro), Ministry of Power

Chairman for the Meeting

संयुक्त सचिव
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001

Date: 30/09/2023

Place: New Delhi

SCRUTINIZER'S REPORT

[Pursuant to the directions of Ministry of Corporate Affairs vide order dated 23rd February, 2023]

To
Shri Mohammad Afzal, Joint Secretary (Hydro), Ministry of Power
The Chairperson of
Meeting of the Secured Creditors of
NHPC Limited
Through video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Ref: Ministry of Corporate Affairs ("MCA" / "Learned Authority") Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III.

Sub: Scrutinizer's Report on remote e-voting and e-voting during the meeting (e-voting) convened through video conferencing ("VC") / other audio visual means ("OAVM") of Secured Creditors of NHPC Limited ("Meeting") in terms of the provisions of Companies Act, 2013 and pursuant to the directions of MCA vide its Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III ("MCA Order").

Dear Sir,

MCA vide its order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III has *inter alia* directed to convene separate meeting of Secured Creditors of NHPC Limited ("Transferee Company"/ "NHPC") whose debt is of value more than Rs.1 Crore (Rupees One Crore) as on 15th July, 2022 for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Lanco Teesta Hydro Power Limited, (Transferor Company) and NHPC Limited (Transferee Company) and their respective members and creditors under the provisions of Section 230 to 232 of the Companies Act, 2013 ("Act") read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

I, CS Amit Kaushal, proprietor of M/sA. Kaushal & Associates, Company Secretaries having office at A-160, Basement, Defence Colony, New Delhi-110024 have been appointed as Scrutinizer by the Company for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting on the proposed resolution contained in the Notice calling the Meeting, submit my report as under;

1. As per directions of MCA vide its Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III, notice of meeting along with the accompanying

Page 1 of 5

AMIT
KAUSHAL

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documents for convening meeting of the Secured Creditors of **NHPC Limited**, the Transferee Company, scheduled to be held on Friday, 29th September, 2023 at 02:30 P.M. (IST) through VC / OAVM was duly sent to the secured creditors whose email address are registered with the Transferee company/RTA/Depository Participants as on Friday, 15th July, 2022 i.e. cut-off date as decided by MCA.

2. The said Notice was also placed on the website of the Company viz. www.nhpcindia.com and also available on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com, and www.nseindia.com, respectively and on the website of e-voting service provider i.e. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
3. The meeting of the secured creditor of the Transferee Company was duly convened and held on Friday, 29th September, 2023 at 02:30 P.M. (IST) through VC / OAVM.
4. As Scrutinizer, I have to scrutinize the process of:
(i) remote e-voting; and
(ii) e-voting during the Meeting.

Management's Responsibility

5. The management of the Transferee Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the MCA Order in this regard. The management of the Transferee Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

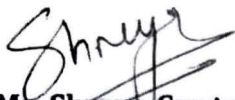
Scrutinizer's Responsibility

6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the meeting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Transferee Company to provide the facility of remote e-voting and e-voting during the Meeting and attendance papers / documents furnished to me electronically by the Transferee Company and / or NSDL for my verification.

Cut-off date

7. The Secured Creditors of the Transferee Company as on the "cut-off" date, as specified in the Notice, i.e., 15th July, 2022 whose debt is of value more than Rs.1 Crore were entitled to vote on the resolution as set out in the Notice calling the meeting and their voting rights were in proportion to the principal amount due to Secured Creditors as on the cut-off date.
8. **Remote E-voting and electronic voting at the Meeting:**

- 8.1 The remote e-voting commenced from Tuesday, 26th September 2023, 9:00 A.M. (IST) and ended on Thursday, 28th September, 2023, 5:00 P.M. (IST).
- 8.2 After the time as fixed for closing of the e-voting by the Chairman, the report on voting done during the meeting and the votes cast through remote e-voting facility prior to meeting, were unblocked on Friday, 29th September, 2023 and the same was witnessed by two witnesses, **Ms. Shreya Gupta** and **Ms. Mohini Raghav**, who are not in the employment of the Transferee Company and/or NSDL. They have signed below in confirmation of the same.



Name: Ms. Shreya Gupta



Name: Ms. Mohini Raghav

- 8.3 The e-votes were reconciled with the records maintained by the Transferee Company/NSDL and the authorizations lodged with the Transferee Company/NSDL on test check basis.
- 8.4 Thereafter, the details containing, *inter alia*, the list of Secured Creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com. Based on the report generated from NSDL site and relied upon by me, the data relating to remote e-voting and e-voting during the meeting were scrutinized on test check basis.
9. The resolution as set out in the Notice calling the Meeting of Secured creditors (Resolution) is reproduced below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of NHPC Limited and subject to the approval by the requisite majority of the equity shareholders of NHPC Limited, and subsequent approval of the Government of India, through the Ministry of Corporate Affairs ("Learned Authority") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by the Learned Authority or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Secured Creditors be and are hereby accorded to the Scheme of amalgamation between Lanco Teesta Hydro Power Limited (Transferor

Company) and NHPC Limited (Transferee Company), and their respective members and creditors ("Scheme") as enclosed with the notice of the meeting of Secured Creditors.

RESOLVED FURTHER THAT Chairman & Managing Director, Director (Finance), Director (Projects) and/or Shri Suresh Kumar, GM (Electrical), SBD & C Division of the Transferee Company, severally and jointly be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the MCA and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as such aforesaid person may deem fit and proper without being required to seek any further approval of the Creditors or otherwise to the end and intent that the Creditors shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. The consolidated results of remote e-voting and e-voting during the Meeting, on the Resolution, based on the reports generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

Voted in "Favour" or "Against" the resolution:

Voting Method	Votes in assent		Votes in dissent		Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	1,42,87,78,54,239	100	NIL	NIL	NIL
E-voting	NIL	NIL	NIL	NIL	NIL
Total	1,42,87,78,54,239	100	NIL	NIL	NIL

*Number of votes are in proportion to amount due to Secured Creditors as on the cut-off date.

11. All the votes (e-voting /remote e-voting) casted by the Secured Creditors of Company are in favor of the resolution, and therefore, the resolution is deemed to be passed. The Chairman may declare the result accordingly.
12. The Register and all other papers relating to remote e-voting and e-voting will be handed over to the Company Secretary after consideration, approval and signing of the minutes by the Chairman of the meeting.
13. This report has been issued at the request of the Transferee Company for (i) submission to MCA, the Stock Exchanges, and other Regulatory Authorities, as required and (ii) placing

on website of the Transferee Company and of NSDL. This report is not to be used for any other purpose or to be distributed by the Transferee Company to any other party(ies). Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party(ies) to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.
Yours faithfully

AMIT
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by AMIT KAUSHAL
Date: 2023.09.29
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CS Amit Kaushal
A. Kaushal & ASSOCIATES
Company Secretaries
FCS No.: 6663
C. P. No.: 6230
UDIN: F006230E001129814

Place: New Delhi
Date: 29.09.2023

Countersigned by:



Mohammad Afzal
(Chairperson for the Meeting)

संयुक्त सचिव / Joint Secretary
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001

Meeting of Secured Creditors held on Friday, 29th September, 2023 at 02.30 P.M. (IST)

Declaration of results of remote e-voting and e-voting during the meeting

Pursuant to the Order dated 23rd February, 2023 ("Order") passed by the Ministry of Corporate Affairs ("MCA") in the Company Application No. 24/6/2022-CL-III, the meeting of Secured Creditors of NHPC limited was held on Friday, 29th September, 2023 at 02.30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Company had provided e-voting facility to the Secured Creditors [whose debt is of value more than Rs.1 Crore (Rupees One Crore) as on 15th July, 2022] to enable them to cast their vote electronically on the resolutions proposed in the notice of meeting of Secured Creditors of NHPC Limited dated 24th August, 2023. The remote e-voting was open from 09:00 AM (IST) on Tuesday, 26th September, 2023 to 05:00 PM (IST) on Thursday, 28th September, 2023. The Company also provided e-voting facility during the meeting of Secured Creditors for creditors who did not cast their vote through remote e-voting.

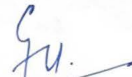
The Company had appointed Shri Amit Kaushal, Practicing Company Secretary of M/s. A. Kaushal & Associates, New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Shri Amit Kaushal has carried out the scrutiny of all the electronic votes, received through remote e-voting up to 05:00 PM on Thursday, 28th September, 2023 and electronic votes received during the meeting and submitted his report on 29th September, 2023.

The consolidated results, as per the Scrutinizers' Report dated 29th September, 2023 are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
1.	To approve the Scheme of Amalgamation between Lanco Teesta Hydro Power Limited and NHPC Limited and their respective members and creditors, pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable statutory provisions.	1,42,87,78,54,239	100	NIL	NIL	NIL

Based on the consolidated report of Scrutinizer, all the resolutions as set out in the Notice convening meeting of Secured Creditors have been duly approved by the Secured Creditors with requisite majority.

For NHPC Limited



(Mohammad Afzal)

Joint Secretary (Hydro), Ministry of Power
Chairman for the Meeting

मोहम्मद अफ़्ज़ल / MOHAMMAD AFZAL
संयुक्त सचिव / Joint Secretary
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi

Date: 30/09/2023
Place: New Delhi

SCRUTINIZER'S REPORT

[Pursuant to the directions of Ministry of Corporate Affairs vide order dated 23rd February, 2023]

To
Shri Mohammad Afzal, Joint Secretary (Hydro), Ministry of Power
The Chairperson of
Meeting of the Unsecured Creditors of
NHPC Limited
Through video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

Ref: Ministry of Corporate Affairs ("MCA" / "Learned Authority") Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III.

Sub: Scrutinizer's Report on remote e-voting and e-voting during the meeting (e-voting) convened through video conferencing ("VC") / other audio visual means ("OAVM") of Unsecured Creditors of NHPC Limited ("Meeting") in terms of the provisions of Companies Act, 2013 and pursuant to the directions of MCA vide its Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III ("MCA Order").

Dear Sir,

MCA vide its order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III has *inter alia* directed to convene separate meeting of Unsecured Creditors of NHPC Limited ("Transferee Company"/ "NHPC") whose debt is of value more than Rs.1 Crore (Rupees One Crore) as on 15th July, 2022 for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Lanco Teesta Hydro Power Limited, (Transferor Company) and NHPC Limited (Transferee Company) and their respective members and creditors under the provisions of Section 230 to 232 of the Companies Act, 2013 ("Act") read with Government of India, Notification NO.GSR.582 (E) dated 13.06.2017.

I, CS Amit Kaushal, proprietor of M/s A. Kaushal & Associates, Company Secretaries having office at A-160, Basement, Defence Colony, New Delhi-110024 have been appointed as Scrutinizer by the Company for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting on the proposed resolution contained in the Notice calling the Meeting, submit my report as under;

Page 1 of 5

AMIT
KAUSHAL

Digitally signed
by AMIT KAUSHAL
Date: 2023.09.25
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1. As per directions of MCA vide its Order dated 23rd February, 2023 in Company Scheme Application No. 24/6/2022-CL-III, notice of meeting along with the accompanying documents for convening meeting of the Unsecured Creditors of **NHPC Limited**, the Transferee company, scheduled to be held on Friday, 29th September, 2023 at 04:00 P.M. (IST) through VC / OAVM was duly sent to the unsecured creditors whose email address are registered with the Transferee company/RTA/Depository Participants as on Friday, 15th July, 2022 i.e. cut-off date as decided by MCA.
2. The said Notice was also placed on the website of the Company viz. www.nhpcindia.com and also available on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com, and www.nseindia.com, respectively and on the website of e-voting service provider i.e. National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
3. The meeting of the unsecured creditor of the Transferee Company was duly convened and held on Friday, 29th September, 2023 at 04:00 P.M. (IST) through VC / OAVM.
4. As Scrutinizer, I have to scrutinize the process of:
(i) remote e-voting; and
(ii) e-voting during the Meeting.

Management's Responsibility

5. The management of the Transferee Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the MCA Order in this regard. The management of the Transferee Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

6. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the meeting) is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized in accordance with the applicable Rules under the Act and engaged by the Transferee Company to provide the facility of remote e-voting and e-voting during the Meeting and attendance papers / documents furnished to me electronically by the Transferee Company and / or NSDL for my verification.

Cut-off date

7. The Unsecured Creditors of the Transferee Company as on the "cut-off" date, as specified in the Notice, i.e., 15th July, 2022 whose debt is of value more than Rs.1 Crore were entitled to vote on the resolution as set out in the Notice calling the meeting and their voting rights were in proportion to the principal amount due to Unsecured Creditors as on the cut-off date.

8. Remote E-voting and electronic voting at the Meeting:

- 8.1 The remote e-voting commenced from Tuesday, 26th September 2023, 9:00 A.M. (IST) and ended on Thursday, 28th September, 2023, 5:00 P.M. (IST).
- 8.2 After the time as fixed for closing of the e-voting by the Chairman, the report on voting done during the meeting and the votes cast through remote e-voting facility prior to meeting, were unblocked on Friday, 29th September, 2023 and the same was witnessed by two witnesses, **Ms. Shreya Gupta** and **Ms. Mohini Raghav**, who are not in the employment of the Transferee Company and/or NSDL. They have signed below in confirmation of the same.



Name: Ms. Shreya Gupta



Name: Ms. Mohini Raghav

- 8.3 The e-votes were reconciled with the records maintained by the Transferee Company/NSDL and the authorizations lodged with the Transferee Company/NSDL on test check basis.
- 8.4 Thereafter, the details containing, *inter alia*, the list of Unsecured creditors who voted "in favour" or "against" the resolution were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com. Based on the report generated from NSDL site and relied upon by me, the data relating to remote e-voting and e-voting during the meeting were scrutinized on test check basis.
9. The resolution as set out in the Notice calling the Meeting of Unsecured creditors (Resolution) is reproduced below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of NHPC Limited and subject to the approval by the requisite majority of the equity shareholders of NHPC Limited, and subsequent approval of the Government of India, through the Ministry of Corporate Affairs ("Learned Authority") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by the Learned Authority or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed

to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Un-secured Creditors be and are hereby accorded to the Scheme of amalgamation between Lanco Teesta Hydro Power Limited (Transferor Company) and NHPC Limited (Transferee Company), and their respective members and creditors ("Scheme") as enclosed with the notice of the meeting of Un-Secured Creditors.

RESOLVED FURTHER THAT Chairman & Managing Director, Director (Finance), Director (Projects) and/or Shri Suresh Kumar, GM (Electrical), SBD & C Division of the Transferee Company, severally and jointly be and are hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the MCA and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as such aforesaid person may deem fit and proper without being required to seek any further approval of the Creditors or otherwise to the end and intent that the Creditors shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. The consolidated results of remote e-voting and e-voting during the Meeting, on the Resolution, based on the reports generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

Voted in "Favour" or "Against" the resolution:

Voting Method	Votes in assent		Votes in dissent		Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	65,86,26,26,509	100	NIL	NIL	NIL
E-voting	NIL	NIL	NIL	NIL	NIL
Total	65,86,26,26,509	100	NIL	NIL	NIL

*Number of votes are in proportion to amount due to Unsecured Creditors as on the cut-off date.

11. All the votes (e-voting /remote e-voting) casted by the Un-secured Creditors of Company are in favor of the resolution, and therefore, the resolution is deemed to be passed. The Chairman may declare the result accordingly.

12. The Register and all other papers relating to remote e-voting and e-voting will be handed over to the Company Secretary after consideration, approval and signing of the minutes by the Chairman of the meeting.
13. This report has been issued at the request of the Transferee Company for (i) submission to MCA, the Stock Exchanges, and other Regulatory Authorities, as required and (ii) placing on website of the Transferee Company and of NSDL. This report is not to be used for any other purpose or to be distributed by the Transferee Company to any other party(ies). Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party(ies) to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You.

Yours faithfully

AMIT

KAUSHAL

CS Amit Kaushal

A. Kaushal & ASSOCIATES

Company Secretaries

FCS No.: 6663

C. P. No.: 6230

UDIN: F006230E001129902

Digitally signed by

AMIT KAUSHAL

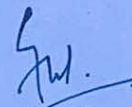
Date: 2023.09.29

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Place: New Delhi

Date: 29.09.2023

Countersigned by:



Mohammad Afzal
(Chairperson for the Meeting)

मोहम्मद अफज़ल / MOHAMMAD AFZAL

संयुक्त सचिव / Joint Secretary

विद्युत मंत्रालय / Ministry of Power

भारत सरकार / Government of India

नई दिल्ली-110001 / New Delhi-110001

Meeting of Unsecured Creditors held on Friday, 29th September, 2023 at 04.00 P.M. (IST)

Declaration of results of remote e-voting and e-voting during the meeting

Pursuant to the Order dated 23rd February, 2023 ("Order") passed by the Ministry of Corporate Affairs ("MCA") in the Company Application No. 24/6/2022-CL-III, the meeting of Unsecured Creditors of NHPC limited was held on Friday, 29th September, 2023 at 04.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

The Company had provided e-voting facility to the Unsecured Creditors [whose debt is of value more than Rs.1 Crore (Rupees One Crore) as on 15th July, 2022] to enable them to cast their vote electronically on the resolutions proposed in the notice of meeting of Unsecured Creditors of NHPC Limited dated 24th August, 2023. The remote e-voting was open from 09:00 AM (IST) on Tuesday, 26th September, 2023 to 05:00 PM (IST) on Thursday, 28th September, 2023. The Company also provided e-voting facility during the meeting of Unsecured Creditors for creditors who did not cast their vote through remote e-voting.

The Company had appointed Shri Amit Kaushal, Practicing Company Secretary of M/s. A. Kaushal & Associates, New Delhi as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Shri Amit Kaushal has carried out the scrutiny of all the electronic votes, received through remote e-voting up to 05:00 PM on Thursday, 28th September, 2023 and electronic votes received during the meeting and submitted his report on 29th September, 2023.

The consolidated results, as per the Scrutinizers' Report dated 29th September, 2023 are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
1.	To approve the Scheme of Amalgamation between Lanco Teesta Hydro Power Limited and NHPC Limited and their respective members and creditors, pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and other applicable statutory provisions.	65,86,26,26,509	100	NIL	NIL	NIL

Based on the consolidated report of Scrutinizer, all the resolutions as set out in the Notice convening meeting of Unsecured Creditors have been duly approved by the Unsecured Creditors with requisite majority.

For NHPC Limited



(Mohammad Afzal)

Joint Secretary (Hydro), Ministry of Power
Chairman for the Meeting

Date: 30/09/2023
Place: New Delhi

मोहम्मद अफज़ल / MOHAMMAD AFZAL
संयुक्त सचिव / Joint Secretary
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001