

NHPC LIMITED
(A Government of India Enterprises)

No. NH/CS/199 (Insider Trading)

Dated: 20th May, 2015

CIRCULAR

Sub: Notification for CLOSURE OF TRADING WINDOW under the Code of conduct to Regulate, Monitor and Report Trading by Insiders in Securities of NHPC Limited for consideration of annual financial results of NHPC Limited for the period ended 31st March, 2015.

Ref: Circular No. NH/CS/199(Insider Trading) dated 15th May 2015.

As per clause 6.1 of the code of conduct to Regulate, Monitor and Report Trading by Insiders in securities of NHPC Limited (the code), the company shall specify a trading period, to be called "Trading Window", for trading in the Securities. The trading window shall be closed during the occurrence of price sensitive events mentioned in clause 6.2 of the code. The period of closure shall be effective from 7 days prior to the date on which the meeting of the Board of Directors is proposed to be held and extend upto 48 hours after the information is made public.

A meeting of the Board of Directors of NHPC Limited is proposed to be held on 29th May, 2015 to consider annual financial results of NHPC Limited for the year ended 31st March, 2015.

Declaration of annual financial results is a price sensitive information falling under clause 6.2 of the code. Therefore, in compliance of the Clause 6.1 & 6.2 under Chapter-VI of the code, it is hereby notified that the PROHIBITED PERIOD FOR DESIGNATED PERSONS SHALL COMMENCE FROM 22ND MAY, 2015 AND WILL END ON 31ST MAY, 2015 (BOTH DAYS INCLUSIVE). The Trading Window will open from 1ST JUNE, 2015 for trading in the NHPC Equity Shares / Securities.

All Designated Persons and their Immediate Relatives are hereby notified that they are prohibited to deal in any transaction involving sale or purchase of NHPC's Equity Shares / Securities during the above prohibited period.

Any Designated Person (covered under the above Code) who trades in NHPC's Equity Shares / Securities or communicates any Price Sensitive Information for trading in NHPC's Equity Shares / Securities, in contravention of the above Code of conduct, will attract the penal provisions under Chapter X of the said Code.

All Designated Persons as per the code are requested to take note of the above. Heads of the Department in Corporate Office and Heads of Projects / Power Stations / Units / L.O.s are also requested to bring the above circular to the notice of Designated Persons of the respective department / Project / Power Station / Unit / Office under their control.

Chief Investor Relations Officer is requested to arrange to make announcement in the office through Public Address System about the closure of trading window on a daily basis upto 31st May, 2015.

The text of the announcement is attached hereto.

This circular is being hosted on the intranet of the company and also need to be displayed on the Notice Boards of the concerned offices.



(Vijay Gupta)

Company Secretary &
Compliance Officer for the code

Distribution: Standard

TEXT OF ANNOUNCEMENT

It is brought to the notice of all Designated Persons covered under the Company's Code of conduct to Regulate, Monitor and Report Trading by Insiders that Trading Window shall remain closed from 22nd May, 2015 to 31st May, 2015 (both days inclusive). During the closure of Trading Window Designated Persons are advised not to deal in the shares of NHPC either in their own name or in the name of their Immediate Relatives.

Any contravention shall be dealt with in accordance with the provision contained in the said code.