



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Govt. of India Enterprise)

फोन/Phone : 0129-2278018

संदर्भ सं./Ref. No. NH/CS/199

Manager/ मैनेजर, Listing Department/ लिस्टिंग विभाग, M/s BSE Limited/ बीएसई लिमिटेड, Phiroze Jeejeebhoy Towers / फिरोज जीजीभोय टॉवर, Dalal Street, / दलाल स्ट्रीट, Mumbai/ मुंबई -400 001 Scrip Code: 533098	General Manager/ महाप्रबंधक, Listing Department/ लिस्टिंग विभाग, M/s National Stock Exchange of India Limited/ नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड, Exchange Plaza, / एक्सचेंज प्लाजा, Bandra Kurla Complex/ बांद्रा कुर्ला कॉम्प्लेक्स, Bandra (E)/ बांद्रा (ई), Mumbai/ मुंबई - 400 051 Scrip Code: NHPC
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ISIN No. INE848E01016

Sub: Appointment of Secretarial Auditor for FY 2023-24.

विषय: वित्त वर्ष 2023-24 के लिए सचिवीय लेखा परीक्षक की नियुक्ति।

Sir/महोदय,

In compliance to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is to inform that the Board of Directors in its meeting held today i.e Monday, 12th February, 2024 has appointed M/s Kumar Naresh Sinha & Associates, Company Secretaries, Noida as Secretarial Auditor of the Company for the Financial Year 2023-24. A brief profile of M/s Kumar Naresh Sinha & Associates, Company Secretaries is enclosed herewith.

This is for your record and information.

सेबी [सूचीबद्धता (लिस्टिंग) बाध्यताएँ और प्रकटीकरण अपेक्षाएँ] विनियम, 2015 के विनियम 30 के अनुसार, यह सूचित किया जाता है कि निदेशक मंडल ने आज यानी सोमवार, 12 फरवरी, 2024 को आयोजित अपनी बैठक में वित्त वर्ष 2023-24 के लिए मैसर्स कुमार नरेश सिन्हा एंड एसोसिएट्स, कंपनी सचिव, नोएडा को कंपनी के सचिवीय लेखा परीक्षक के रूप में नियुक्त किया है। मैसर्स कुमार नरेश सिन्हा एंड एसोसिएट्स, कंपनी सचिव की संक्षिप्त प्रोफाइल संलग्न है।

यह आपकी जानकारी और रिकॉर्ड के लिए है।

धन्यवाद,

भवदीय,

संलग्न: उपरोक्तानुसार

(रूपा देव)
कंपनी सचिव



Kumar Naresh Sinha & Associates

Company Secretaries

OUR VISION & MISSION

VISION

“To be a world class and impactful Corporate Law and Legal Service provider and to be recognized internationally as a Firm of Company Secretaries.

We are committed to growing as a leader in the profession and delivering value added services to individuals, body corporates and business houses.”

MISSION

“To create and lead a dream team of professionals where each member provides timely, effective and quality services to our Clients.”



N. K. SINHA

- ❖ A Commerce graduate and a Fellow member (**FCS**) of The Institute of Company Secretaries of India (ICSI), Has also done MBA with specialization in Finance and LLB. A member of All India Management Association (AIMA) and All India Council of Arbitration (MICA).
- ❖ Successfully completed Advanced Management Programme from University of Cambridge and University of Oxford, UK.
- ❖ Awarded Certificate of CEDR Accredited Mediator from Centre for Effective Dispute Resolution, London, UK.
- ❖ Having more than thirty five years of professional experience in the field of Finance, Accounts, Corporate Affairs, Secretarial, Legal, Risk Management & General Management of Private Sector Companies, Public Sector Companies, Subsidiaries & Joint Ventures.
- ❖ Throughout his career, he has held senior level position with deep insight into the field of Secretarial, Legal, Corporate Financial Management & Accounts including Cost and Budgetary Control, Institutional Finance and Working Capital Management of Organization of repute.

- ❖ As Company Secretary to various Public Sector Undertaking and Pvt. Sector Companies, he was associated with the Board Management of the Companies and reporting directly to the CMD/Chief Executives of the Organization. He had the privilege of working with 17 numbers of Chairman, more than 100 Directors and have managed more than 400 Board meetings and equal number of Board level Committee meetings.
- ❖ Served **R.C.L.** as Financial Advisor & Company Secretary, **MITCO**, a subsidiary of MMTC in the capacity of Company Secretary. Also practiced as a Company Secretary at the beginning of his carrier and continued till 1992.
- ❖ In the year 1995, he joined **Bharat Heavy Electricals Ltd (BHEL)**, a listed Maharatna PSU. Served BHEL in the capacity of Company Secretary & Head Legal. During his tenure in BHEL, he coordinated with various Ministries, the members of the Board who were all eminent personalities. Also acted as Secretary to the various Committees of the Board including Audit & Ethics Committee and Financial Management Committee, Project Appraisal Committee etc. Developed skill of formulating Corporate Policies, Internal Control Mechanism, Analysis of Balance Sheet & other Financial Statements, Disinvestment process etc. besides assisting the Chairman of the Board of Directors and also Chairman of Board Level committees in conduct of the meeting, its deliberations and implementation of the decision.

- As head of legal department of BHEL, he was actively involved in drafting and vetting of legal documents, providing legal opinion on various contractual matters, service matters, Arbitration, litigation, liaison and coordination with Advocates. During his tenure he successfully handled Arbitration cases including international Arbitration. Travelled widely to various countries in this regard and coordinated with foreign lawyers and solicitors.
- In the year 2008, he joined **Oil and Natural Gas Corporation Ltd (ONGC)** another listed Maharatna PSU in the capacity of Company Secretary. The Management also entrusted upon him the responsibilities of “**Group Company Secretary**” and “**Chief Risk Officer**” (CRO). He was subsequently elevated to the position of **Group General Manager** & further as **Executive Director**. He superannuated on 30.06.2015.

- He has always been involved in the decision making process at the senior level. Was also assigned with the task of **Compliance Officer of ONGC** and **Secretary to various Board Level Committees** such as Audit & Ethics Committee, Financial Management Committee, Stakeholders Relationship Committee, Project Appraisal Committee, Project Monitoring Committee, Risk Management Committee, HRM Committee, CSR Committee, and HSE Committee & Committee on Dispute Resolution etc. Have long experience of liasioning with various Ministries of Government of India including, Ministry of Corporate Affairs, Department of Public Enterprises (DPE), Dept. of Disinvestment and other statutory authorities.
- His specific areas of expertise includes Board management, Compliance management, committee management, IPO, FPO, Offer for Sale, Management of Secretarial/Share Department, Compliance of the provisions of the Companies Act, SEBI Guidelines, DPE Guidelines, Listing agreement, Dividend payments, Issue of Bonus Shares, Split of shares, Managing Annual General Meetings, Risk Management, mergers & acquisition, liaison with Registrar and Share Transfer Agents, Depositories & Stock Exchanges. During his tenure with ONGC, the Company had secured awards for achieving **excellence in Corporate Governance** for five consecutive years.

- Served as member/ expert on the Selection Committee of a number of PSUs/ JVs/ Private Companies like, **ONGC, NTPC, BHEL, PFC, CCI, NJPC, IRCON, NBPPL, REC & AAI** etc. for selection of Company Secretary, Legal and Finance professionals.
- Former Member of Appellate Authority of BHEL under RTI.
- ❖ Faculty of Management in NTPC School of Business (NSB), Indian Institute of Corporate Affairs (IICA) and visiting Faculty at International Management Institute (IMI), Delhi.
- Has been a Speaker in various conferences, seminars etc.
- Independent Director on the Board of UNISON Insurance Broking Services Pvt. Ltd.
- Practicing as a Company Secretary in the name of Kumar Naresh Sinha & Associates, a Peer Reviewed firm located at NOIDA. Has been providing professional services to leading corporates.
- Managing Partner of Sinha & Srivastava LLP.

AREAS OF PRACTICE

CORPORATE GOVERNANCE, LEGAL AND SECRETARIAL SERVICES

Corporate Governance Services

Advising on good governance practices and compliance of Corporate Governance norms as prescribed under the Companies Act, Listing Regulations and various other laws, rules and regulations.

Corporate Secretarial Services

- Business Establishment.
- Capital Issue
- Corporate Restructuring
- Certification & Filing of forms, returns and documents.
- Compliance Advisory
- Policies formulations required under Companies Act, SEBI and other Corporate Laws.
- Advising Companies on Best Board practices.

Secretarial and Certifications under the Companies Act.

- Secretarial Audit/ Compliance Audit.
- Issue of Compliance Certificate for companies not required to employ a Whole-time Company Secretary.
- Annual Return Certification
- Pre-certification of forms.
- Other declaration, attestations and certifications under the Companies Act.

AREAS OF PRACTICE

CORPORATE LAWS ADVISORY AND REPRESENTATION SERVICES

Corporate Laws Advisory Services

- Corporate Laws
- Depositories Act
- Foreign Exchange Management Act
- Environmental and Pollution Control Laws
- Labour and Industrial Laws
- RTI Act
- Co-operative Societies Act
- M & A and Strategic Alliances
- Foreign Collaborations and Joint Ventures
- Competition Policy and Anti-Competitive Practices

- IPR–Protection, Management, Valuation and Audit
- Drafting of Legal Documents
- Legal Compliance framework and Audit of compliances.
- Providing legal opinion on various Complex legal issues.
- Establishing a working framework under RTI Act, 2005

Representation Services

- National Company Law Tribunal
- Competition Commission of India
- SEBI/Stock Exchanges
- Securities Appellate Tribunal
- Registrar of Companies
- Consumer Forums
- Authorities under RTI Act, 2005

- Telecom Disputes Settlement and Appellate Tribunal
- Tax Authorities, and
- Other Quasi-judicial bodies and Tribunals

Arbitration and Conciliation Services

- Advising on arbitration and conciliation in commercial disputes
- Acting as Arbitrator/ Conciliator in domestic and international commercial disputes.
- Drafting Arbitration/ Conciliation Agreement/ Clause.

AREAS OF PRACTICE

MANAGEMENT SERVICES

General/ Strategic Management

- Advising on Legal Structure Business policy, strategy and planning
- Organisational structure Formulation
- Acting as management representative to obtain ISO Certification
- Advising on Corporate Social Responsibility
- Advising on Sustainability Accounting and reporting
- Advising on Risk Management.

Human Resource Management

- Manpower planning and development
- Audit of the HR function
- Performance appraisal
- Motivation and remuneration strategies
- Industrial relations
- Office management, work studies and performance standards
- Advising on industrial and Labour laws.

Corporate Communications & Public Relations

- Advising Companies with regard to Communication with various stakeholders, such as shareholders, Government, Regulatory Authorities, etc.
- Advisory services for Brand equity and image building.

OUR SPECIALISATION

BUSINESS ESTABLISHMENT

- Public Limited Company
- Private Limited Company
- Foreign Company
- Subsidiary Incorporation
- Foreign Collaborations
- Joint Ventures
- Liaison Office
- Branch Office
- Section – 8 Company
- Limited Liability Partnership
- Partnership Firm
- Drafting & Execution of Founder's Agreement

CORPORATE COMPLIANCE FOR FUNDING

- Capital Infusion in Equity or Preference Shares
- Capital Infusion through Debt Securities
- Foreign Direct Investment (FDI)
- Overseas Direct Investment (ODI)
- External Commercial Borrowings (ECB)
- Initial Public Offer (IPO)
- Further Public Offer (FPO)
- ESOP
- Drafting & Execution of Share Purchase Agreement

MERGER & ACQUISITIONS

- Strategic Alliances
- Corporate Mergers & Acquisitions
- Cross Border Alliances
- Fast Track Merger
- Takeover Code Compliance
- Corporate Buy-outs

COMPLIANCE MANAGEMENT

- Preparation of Compliance Manual
- Compliance Audit
- Compliance Certifications
- Compliance Advisory

OUR SPECIALISATION

Risk Management

- Provide well-established, globally accepted risk management framework
- Understanding of the client's business strategies and related risks
- Actionable and practical approaches to embedding ERM within the organization
- Multi disciplinary team to define the risk profile.

Right To Information

- Providing Advisory service to corporates for implementation of RTI process.
- Guidance for maintenance of information & Records.
- Representational Services

SEBI (LODR) Regulations, 2015

- Compliances
- Framing of various Policies & procedures
- Opinion on issues relating to SEBI (LODR) Regulations

OUR STRENGTH

Timebound delivery of assignments.

Highly qualified team of Professionals & Consultants.

We provide services at most competitive and reasonable cost.

We ensure our availability at Client's convenience & call.

We maintain high degree of Confidentiality of client information.

CREDENTIALS

- ❑ POWERGRID CORPORATION OF INDIA LIMITED (POWERGRID)
- ❑ POWERGRID JABALPUR TRANSMISSION LIMITED (PJTL)
- ❑ POWERGRID SOUTHERN INTERCONNECTOR TRANSMISSION SYSTEM LIMITED (PSITSL)
- ❑ POWERGRID MITHILANCHAL TRANSMISSION LIMITED (PMTL)
- ❑ POWERGRID NM TRANSMISSION LIMITED (PNMTL)
- ❑ POWERGRID MEDINIPUR JEERAT TRANSMISSION LIMITED (PMJTL)
- ❑ HEMISPHERE PROPERTIES INDIA LIMITED (HPIL) (MoH&UA)
- ❑ NORTH EAST TRANSMISSION COMPANY LIMITED (NETC)
- ❑ BHARAT HEAVY ELECTRICALS LIMITED (BHEL)
- ❑ ENERGY EFFICIENCY SERVICES LIMITED (EESL)
- ❑ CONVERGENCE ENERGY SERVICES LIMITED (CESL)

CREDENTIALS

- NTPC LIMITED(NTPC)
- PATRATU VIDYUT UDPATAN NIGAM LIMITED (PVUNL)
- RURAL ELECTRIFICATION CORPORATION LIMITED (RECL)
- NLC INDIA LIMITED (NLC)
- NLC TAMILNADU POWER LIMITED (NTPL)
- POWER FINANCE CORPORATION LIMITED (PFC)
- PFC CONSULTING LIMITED (PFCCL)
- PTC INDIA FINANCIAL SERVICES LIMITED (PFS)
- RATNAGIRI GAS AND POWER PRIVATE LIMITED (RGPPL)
- ONGC TRIPURA POWER COMPANY LIMITED (OTPC)
- ONGC PETRO ADDITIONS LIMITED (OPaL)

CREDENTIALIALS

- PETRONET LNG LIMITED (PLL)
- OIL INDIA LIMITED (OIL)
- MANGALORE REFINERY AND PETROCHEMICALS LIMITED (MRPL)
- INDIAN RAILWAY CATERING AND TOURISM CORPORATION LIMITED(IRCTC)
- RAIL VIKAS NIGAM LIMITED (RVNL)
- HIGH SPEED RAILWAY CORPORATION LIMITED (HSRCL)
- IRCON INTERNATIONAL LIMITED (IRCON)
- RAILTEL CORPORATION OF INDIA LIMITED (RAILTEL)
- BHARAT SANCHAR NIGAM LIMITED (BSNL)

CREDENTIALS

- BSNL TOWER CORPORATION LIMITED (BTCL)
- NATIONAL FERTILIZERS LIMITED (NFL)
- CONTAINER CORPORATION OF INDIA LIMITED (CONCOR)
- THE STATE TRADING CORPORATION LIMITED (STCL)
- INDIAN PORT RAIL & ROPEWAY CORPORATION LIMITED (IPRCL)
- DREDGING CORPORATION OF INDIA LIMITED (DCIL)
- KAMARAJAR PORT LIMITED, CHENNAI (KPL)
- NATIONAL HIGH POWER TEST LABORATORY (P) LIMITED (NHPTL)
- GEOSPATIAL DELHI LIMITED (GSDL)
- NEW DELHI YOUNG MEN CHRISTIAN ASSOCIATION LIMITED (NDYMCA)
- UNISON INSURANCE BROKING SERVICES PRIVATE LIMITED (UNISON)

CONTACT US

Kindly, feel free to contact Kumar Naresh Sinha & Associates.
Our Team shall respond to your queries.

Kumar Naresh Sinha & Associates **Company Secretaries**

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