

NHPC LIMITED
(A Government of India Enterprises)

No. NH/CS/199 (Insider Trading)

Date: 02.01.2017

CIRCULAR

Sub: Notification for CLOSURE OF TRADING WINDOW under the Code of Conduct to Regulate, Monitor and Report Trading by Insider in Securities of NHPC Limited.

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 Insider 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 or such other period as may be specified by the Compliance Officer from time to time in consultation with Chairman & Managing Director.

A meeting of the Board of Directors of NHPC Limited is proposed to be held on 12th January, 2017 to consider the proposal for declaration of Interim Dividend for the year 2016-17.

Declaration of dividend (Interim and Final) is 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 EMPLOYEES SHALL COMMENCE FROM 5th JANUARY, 2017 AND WILL END ON 14TH JANUARY, 2017 (BOTH DAYS INCLUSIVE). The Trading Window will re-open from 15th January, 2017 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 Employees 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 Employees 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 14th January, 2017. 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 Insider that Trading Window shall remain closed from 5th January, 2017 to 14th January, 2017 (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 provisions contained in the said code.