

General information about company		
Scrip code	533098	
NSE Symbol	NHPC	
MSEI Symbol	NOTLISTED	
ISIN	INE848E01016	
Name of the entity	NHPC LIMITED	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	There has been no acquisition of shares or voting rights in unlisted companies during the quarter ended 31.03.2025 as per Annexure I (Part C) of SEBI Circular dated 31.12.2024.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	There has been no imposition of fine or penalty on the Company during the quarter ended 31.03.2025 as per Annexure I (Part D) of SEBI Circular dated 31.12.2024.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	There is no updates to ongoing tax litigations or disputes by the company during the quarter ended 31.03.2025 as per Annexure I (Part E) of SEBI Circular dated 31.12.2024.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Not applicable for the half year ended on 31.03.2025.
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	n00108	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)	Investor Complaints includes 7 complaints of bondholders received and resolved during the quarter.	

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	RAJ KUMAR CHAUDHARY		10198931	Executive Director	Chairperson	MD	10-06-1965
2	Mr	RAJENDRA PRASAD GOYAL		08645380	Executive Director	Not Applicable		08-08-1965
3	Mr	UTTAM LAL		10194925	Executive Director	Not Applicable		01-06-1966
4	Mr	SANJAY KUMAR SINGH		10718481	Executive Director	Not Applicable		19-02-1967
5	Mr	MOHAMMAD AFZAL		09762315	Non-Executive - Nominee Director	Not Applicable		02-02-1971
6	Mr	PREM KUMAR GOVERTHANAN		10064794	Non-Executive - Independent Director	Not Applicable		05-05-1962

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		18-09-2023				2	0	0	0			
2	NA		01-10-2020				2	0	3	2			
3	NA		13-06-2023				1	0	1	0			
4	NA		24-07-2024				1	0	1	0			
5	NA		06-12-2022				3	0	2	0			
6	NA		10-03-2023	10-03-2023		24.22	1	1	2	2			

Text Block	
Textual Information(1)	1. Shri Chaudhary was appointed as CMD w.e.f. 07.08.2024. Earlier, Shri Chaudhary was appointed as Director (Technical) w.e.f. 18.09.2023 till 07.08.2024. 2. The composition of Board was not as per LODR w.e.f. 08.11.2024 due to completion of tenure of Independent Director(s). The Company has been requesting MoP for appointment of requisite number of IDs. MoP vide letters dated 17.04.2025 has appointed 3 IDs on the Board of NHPC. 3. Shri S.K. Singh was holding additional charge of the post of Director (Technical) during the quarter as per MoP order. 4. Shri R.P. Goyal holds Chairmanship in Audit Committee of 2 Unlisted Public Co.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	1. The composition of Audit Committee and Nomination & Remuneration Committee was not as per LODR w.e.f. 10.11.2024 due to completion of tenure of Independent Directors. 2. The Board in its meeting held on 07.11.2024 had reconstituted the Audit Committee and Nomination & Remuneration Committee w.e.f. 10.11.2024 with available Directors for substantial compliance of regulatory provisions.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10064794	PREMKUMAR GOVERTHANAN	Non-Executive - Independent Director	Chairperson	01-04-2023		Textual Information(1)
2	09762315	MOHAMMAD AFZAL	Non-Executive - Nominee Director	Member	10-11-2024		
3	10718481	SANJAY KUMAR SINGH	Executive Director	Member	08-08-2024		Textual Information(2)



Sr Text Block	
Textual Information(1)	Appointed as Chairperson of the Committee w.e.f. 10.11.2024.
Textual Information(2)	Ex-Officio Member

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10064794	PREMKUMAR GOVERTHANAN	Non-Executive - Independent Director	Chairperson	01-04-2023		Textual Information(1)
2	09762315	MOHAMMAD AFZAL	Non-Executive - Nominee Director	Member	10-11-2024		
3	10198931	RAJ KUMAR CHAUDHARY	Executive Director	Member	10-11-2024		

<b>Sr Text Block</b>	
Textual Information(1)	Appointed as Chairperson of the Committee w.e.f. 10.11.2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10064794	PREMKUMAR GOVERTHANAN	Non-Executive - Independent Director	Chairperson	10-11-2024		
2	08645380	RAJENDRA PRASAD GOYAL	Executive Director	Member	07-12-2021		Textual Information(1)
3	10194925	UTTAM LAL	Executive Director	Member	10-11-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	Ex-Officio Member
Textual Information(2)	Ex-Officio Member

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10064794	PREMKUMAR GOVERTHANAN	Non-Executive - Independent Director	Chairperson	10-11-2024		
2	08645380	RAJENDRA PRASAD GOYAL	Executive Director	Member	07-12-2021		Textual Information(1)
3	10718481	SANJAY KUMAR SINGH	Executive Director	Member	28-08-2024		Textual Information(2)

Sr Text Block	
Textual Information(1)	Ex-Officio Member
Textual Information(2)	Ex-Officio Member

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10064794	PREMKUMAR GOVERTHANAN	Non-Executive - Independent Director	Chairperson	01-06-2023		Textual Information(1)
2	08645380	RAJENDRA PRASAD GOYAL	Executive Director	Member	07-12-2021		Textual Information(2)
3	10194925	UTTAM LAL	Executive Director	Member	13-06-2023		Textual Information(3)
4	10718481	SANJAY KUMAR SINGH	Executive Director	Member	24-07-2024		Textual Information(4)



Sr Text Block	
Textual Information(1)	Appointed as Chairperson of the Committee w.e.f. 10.11.2024.
Textual Information(2)	Ex-Officio Member
Textual Information(3)	Ex-Officio Member
Textual Information(4)	Ex-Officio Member

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr. No.	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	16-10-2024				Yes	10	10	5
2	07-11-2024		21		Yes	10	9	5
3	12-12-2024		34		Yes	6	6	1
4		18-01-2025	36		Yes	6	6	1
5		07-02-2025	19		Yes	6	6	1
6		19-03-2025	39		Yes	6	6	1

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	07-11-2024				Yes	4	4	3	0
2	Audit Committee	07-02-2025	91			No	3	3	1	0
3	Audit Committee	19-03-2025	39			No	3	3	1	0
4	Stakeholders Relationship Committee	06-11-2024				Yes	4	4	2	0
5	Stakeholders Relationship Committee	07-02-2025	92			Yes	3	3	1	0
6	Nomination and remuneration committee	06-11-2024				Yes	4	4	4	0

## Annexure 1

### IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Nomination and remuneration committee	12-12-2024				Yes	3	3	1	0
8	Corporate Social Responsibility Committee	06-11-2024				Yes	8	8	5	0
9	Corporate Social Responsibility Committee	19-03-2025				Yes	4	4	1	0
10	Risk Management Committee	06-11-2024				Yes	3	3	1	0
11	Risk Management Committee	19-03-2025	132			Yes	3	3	1	0

Text Block	
Textual Information(1)	1. Audit Committee meeting held on 07.11.2024 was an adjourned meeting of the meeting held on 06.11.2024. 2. The quorum of Audit Committee meetings held on 07.02.2025 and 19.03.2025 were not as per SEBI LODR due to non-appointment of Independent Directors by Minsitry of Power, Govt. of India.

## Annexure 1

### V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	RUPA DEB
2	Designation	Company Secretary and Compliance Officer



Text Block	
Textual Information(1)	1. The note for composition of Board is given at Annex 1-"Composition of Board of Directors" tab. 2. The note for composition of Audit Committee and Nomination & Remuneration Committee is given at Annex 1-"Composition of Committees" tab. 3. The Corporate Governance Report for the quarter ended on 31.12.2024 was placed before the Board of Directors of the Company. The Board noted the same without any comments.

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of LODR Regulation**

Sr				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
As per regulation 46(2) of the LODR:				
1.1	Details of business	Yes		<a href="https://www.nhpcindia.com/welcome/page/1">https://www.nhpcindia.com/welcome/page/1</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1738040852.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1738040852.pdf</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://www.nhpcindia.com/welcome/page/13">https://www.nhpcindia.com/welcome/page/13</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1745565175.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1745565175.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.nhpcindia.com/welcome/page/14">https://www.nhpcindia.com/welcome/page/14</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1740143033.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1740143033.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1683188102.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1683188102.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/pdf_link/680f4598333ae.pdf">https://www.nhpcindia.com/assests/pzi_public/pdf_link/680f4598333ae.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1738055197.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1738055197.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1736935700.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1736935700.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.nhpcindia.com/assests/pzi_public/gallery/1745564359.pdf">https://www.nhpcindia.com/assests/pzi_public/gallery/1745564359.pdf</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.nhpcindia.com/welcome/page/145">https://www.nhpcindia.com/welcome/page/145</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.nhpcindia.com/welcome/page/145">https://www.nhpcindia.com/welcome/page/145</a>
12	Financial results	Yes		<a href="https://www.nhpcindia.com/welcome/page/105">https://www.nhpcindia.com/welcome/page/105</a>
13	Shareholding pattern	Yes		<a href="https://www.nhpcindia.com/welcome/page/123.html">https://www.nhpcindia.com/welcome/page/123.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of LODR Regulation			
Sr			
	As per regulation 46(2) of the LODR:		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	<a href="https://www.nhpcindia.com/welcome/page/324">https://www.nhpcindia.com/welcome/page/324</a>
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	<a href="https://www.nhpcindia.com/welcome/page/124">https://www.nhpcindia.com/welcome/page/124</a> <a href="https://www.nhpcindia.com/welcome/page/121">https://www.nhpcindia.com/welcome/page/121</a>
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	<a href="https://www.nhpcindia.com/welcome/page/301">https://www.nhpcindia.com/welcome/page/301</a>
18	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.nhpcindia.com/welcome/page/136">https://www.nhpcindia.com/welcome/page/136</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.nhpcindia.com/welcome/page/112">https://www.nhpcindia.com/welcome/page/112</a>
20	Secretarial Compliance Report	Yes	<a href="https://www.nhpcindia.com/welcome/page/300">https://www.nhpcindia.com/welcome/page/300</a>
21	Materiality Policy as per Regulation 30 (4)	Yes	<a href="https://www.nhpcindia.com/assess/pzi_public/gallery/1736235096.pdf">https://www.nhpcindia.com/assess/pzi_public/gallery/1736235096.pdf</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://www.nhpcindia.com/welcome/page/145">https://www.nhpcindia.com/welcome/page/145</a>
23	Disclosures under regulation 30(8)	Yes	<a href="https://www.nhpcindia.com/welcome/page/77">https://www.nhpcindia.com/welcome/page/77</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	<a href="https://www.nhpcindia.com/assess/pzi_public/gallery/1734608696.pdf">https://www.nhpcindia.com/assess/pzi_public/gallery/1734608696.pdf</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://www.nhpcindia.com/welcome/page/114">https://www.nhpcindia.com/welcome/page/114</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://www.nhpcindia.com/welcome/page/199">https://www.nhpcindia.com/welcome/page/199</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://www.nhpcindia.com/welcome/page/199">https://www.nhpcindia.com/welcome/page/199</a>

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	No	The Company did not had requisite number of Independent Directors (w.e.f. 08.11.2024) including woman independent director (w.e.f. 10.11.2024) on its Board due to completion of tenure of Independent Directors. The company has been requesting Administrative Ministry i.e. Ministry of Power for appointment of requisite number of Independent Directors on the Board of the Company. MoP vide letters dated 17.04.2025 has appointed 3 IDs on the Board of NHPC.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	No	The composition of Audit Committee was not as per LODR w.e.f. 10.11.2024 due to completion of tenure of Independent Directors. The Board in its meeting held on 07.11.2024 had reconstituted the Audit Committee w.e.f. 10.11.2024 with available Directors for substantial compliance of regulatory provisions. The company has been requesting Administrative Ministry i.e. Ministry of Power for appointment of requisite number of Independent Directors on the Board of the Company.
16	Meeting of Audit Committee	18(2)	No	The Audit Committee met as per requirement of SEBI LODR. However, quorum for Audit Committee meetings held on 07.02.2025 and 19.03.2025 were not as per SEBI LODR due to non-appointment of requisite number of Independent Directors by Ministry of Power, Govt. of India. The company has been requesting Administrative Ministry i.e. Ministry of Power for appointment of requisite number of Independent Directors on the Board of the Company.
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	No	The composition of Nomination & Remuneration Committee was not as per LODR w.e.f. 10.11.2024 due to completion of tenure of Independent Directors. The Board in its meeting held on 07.11.2024 had reconstituted the Nomination & Remuneration Committee w.e.f. 10.11.2024 with available Directors for substantial compliance of regulatory provisions. The company has been requesting Administrative Ministry i.e. Ministry of Power for appointment of requisite number of Independent Director(s) on the Board of the Company.
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
	Any other information to be provided		Textual Information(1)	



Text Block	
Textual Information(1)	Note for Sl. No. 6: As per Article 34 of AOA read with MCA notification dated 05.06.2015, the power to appoint Directors (including IDs) on Board of the Company vests with President of India. Further, senior management personnel of NHPC are appointed as per Company's Promotion and Recruitment Policy read with relevant DPE Guidelines. Note for Sl. No. 12: The Performance evaluation of Independent Directors for FY 2023-24 was done in FY 2024-25. The Performance Evaluation of Independent Directors for FY 2024-25 will be carried out in FY 2025-26. Note for Sl. No. 34- As per Reg. 24(1), NHPC had no unlisted material subsidiary.

Annexure II		
1	Name of signatory	RUPA DEB
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	RUPA DEB
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		Yes
Other details of cyber security incidence or breaches or loss of data event		Textual Information(1)
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		2
Sr.	Date of the event	Brief details of the event
1	27-01-2025	NCIIPC has reported malicious communication from NHPC network. End point devices making the connection were identified and network device logs etc. have been shared with NCIIPC for analysis. The remedial measures and sanitization as suggested by NCIIPC have been taken and Action Taken Report (ATR) has been submitted to NCIIPC.
2	06-03-2025	NCIIPC has reported malicious communication from NHPC network. End point devices making the connection were identified and network device logs etc. have been shared with NCIIPC for analysis. The remedial measures and sanitization as suggested by NCIIPC have been taken and Action Taken Report (ATR) has been submitted to NCIIPC.

Text Block	
Textual Information(1)	No major cyber incident was reported in NHPC network during January - March 2025. However, two minor incident was reported as under: NCIIPC has reported malicious communication dated 27.01.2025 and 06.03.2025 from NHPC network. End point devices making the connection were identified and network device logs etc. have been shared with NCIIPC for analysis. The remedial measures and sanitization as suggested by NCIIPC have been taken and Action Taken Report (ATR) has been submitted to NCIIPC.

Signatory Details	
Name of signatory	RUPA DEB
Designation of person	Company Secretary and Compliance Officer
Place	FARIDABAD
Date	28-04-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	2
No. of investor complaints received during the Quarter	33
No. of investor complaints disposed off during the Quarter	35
No. of investor complaints those remaining unresolved at the end of the Quarter	0



