A Navratna Company

NHPC Limited

(A Government of India Navratna Enterprise)

CIN: L40101HR1975GOI032564

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121003

EPABX No.: 0129-2588110/2588500

Website: www.nhpcindia.com, E-mail ID: companysecretary@nhpc.nic.in

NOTICE

NOTICE is hereby given that the 50th Annual General Meeting (AGM) of the members of NHPC Limited will be held on **Friday, August 28, 2026 at 11:30 A.M. (IST)** through Video Conference (VC)/ Other Audio-Visual Means (OAVM), to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of Board of Directors, Auditors' Report thereon and Comments of the Comptroller & Auditor General of India and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Directors' Report, Auditors' Report thereon and Comments of the Comptroller & Auditor General of India, be and are hereby received, considered and adopted."

2. To confirm the payment of interim dividend and declare final dividend for the financial year 2025-26 and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** an interim dividend @ 14.00% (₹1.40/- per equity share) on the paid-up equity share capital of the Company paid in February, 2026 be and is hereby noted/confirmed and pursuant to the recommendation of the Board of Directors, final dividend @ 2.10% (i.e. ₹0.21 per equity share) on the paid-up equity share capital of the Company be paid out of the profits of the Company for the financial year 2025-26. The said dividend be paid to the Equity Shareholders of the Company whose names appear on the Company's Register of Members/ list of beneficial owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at close of business hours of August 12, 2026"

3. To appoint a director in place of Shri Sanjay Kumar Singh, Director (Projects) (DIN: 10718481), who retires by rotation and, being eligible, offers himself for re-appointment for remaining term at the pleasure of the President of India and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 read with Article 34 of the Articles of Association of the Company, Shri Sanjay Kumar Singh, Director (Projects) (DIN: 10718481), who retires by rotation, be and is hereby re-appointed as a Director of the Company for the remaining term at the pleasure of the President of India."

4. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2026-27 and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

   "**RESOLVED THAT** pursuant to the provisions of Section 142 read with relevant provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors be and is hereby authorized to fix the remuneration of Joint Statutory Auditors for the financial year 2026-27.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To appoint Shri Bhupender Gupta (DIN: 06940941), as Chairman & Managing Director of the Company and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "RESOLVED THAT pursuant to applicable provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Shri Bhupender Gupta (DIN: 06940941), who was appointed by Board on recommendations of the Nomination & Remuneration Committee as Additional Director and Chairman & Managing Director w.e.f. his assumption of charge i.e. September 04, 2025, pursuant to Ministry of Power (MoP), Govt. of India order no. 9/6/2024-NHPC dated September 04, 2025 and in respect of whom the Company has received a notice in writing proposing his candidature for directorship, be and is hereby appointed as Chairman & Managing Director of the Company, not liable to retire by rotation, on the terms and conditions and any further orders as may be issued by Govt. of India from time to time."

6. To appoint Shri Mahesh Kumar Sharma (DIN: 11306355), as Director (Finance) of the Company and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to applicable provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Shri Mahesh Kumar Sharma (DIN: 11306355), who was appointed by Board on recommendations of the Nomination & Remuneration Committee as Additional Director and Director (Finance) w.e.f. his assumption of charge i.e. October 17, 2025, pursuant to Ministry of Power (MoP), Govt. of India order no. 9/2/2024-NHPC dated October 17, 2025 and in respect of whom the Company has received a notice in writing proposing his candidature for directorship, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, on the terms and conditions and any further orders as may be issued by Govt. of India from time to time."

7. To appoint Shri Diwakar Nath Misra (DIN:07464700), Additional Secretary, Ministry of Power, as a Government Nominee Director of the Company and if thought fit, to pass the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and other applicable provisions, Shri Diwakar Nath Misra (DIN: 07464700), Additional Secretary, Ministry of Power, Government of India, who was appointed by Board as Govt. Nominee Director w.e.f. May 14, 2026 as per provision of Section 161(3) of the Companies Act, 2013, pursuant to Ministry of Power, Govt. of India order no. 9/7/2021-NHPC dated May 14, 2026 issued in exercise of the powers conferred by Article 34 of the Articles of Association of the Company, to hold the post of Government Nominee Director of the Company, be and is hereby appointed as Government Nominee Director of the Company, liable to retire by rotation, on the terms and conditions and any further orders as may be issued by Govt. of India from time to time."

8. To increase borrowing limit of the Company from ₹60,000 Crore to ₹70,000 Crore and if thought fit, to pass the following resolutions as **Special Resolutions**:

   "**RESOLVED THAT** in supersession of the resolution approved by shareholders in 49th Annual General Meeting held on August 30, 2025, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and any other applicable laws, rules, regulations and guidelines, etc. and provisions of the Articles of Association of the Company, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and / or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board may think fit, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate ₹70,000 Crore irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital, securities premium and free reserves of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution".

9. To create Mortgage and/or charge over the movable and immovable properties of the Company and if thought fit, to pass the following resolutions as **Special Resolutions**:

   "**RESOLVED THAT** in supersession of the resolution approved by shareholders in 49th Annual General

Meeting held on August 30, 2025, consent of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof constituted for this purpose) under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to provisions of the Articles of Association of the Company, to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties and /or the whole or substantially the whole of the undertaking(s) of the Company, as the case may be, both present and future and in such form and manner as the Board may deem fit in favour of Banks/ Financial Institutions/ Agents/ Trustees, etc. (hereinafter referred to as “Lenders”) whenever required for securing the borrowings availed/to be availed by way of rupee/ foreign currency loans, other external commercial borrowings, issue of debentures / Bonds, etc. on such terms and conditions as may be mutually agreed with the lenders of the Company towards security for borrowing of funds for the purposes of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by Board of Directors) be and is hereby authorized to do and execute all other such acts, deeds and things as may be necessary for giving effect to the above resolution.”

10. To appoint Dr. Bernadette Lyngdoh (DIN: 11836182), as an Independent Director of the Company and, if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to applicable provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, recommendation of the Board, Dr. Bernadette Lyngdoh (DIN: 11836182), who was appointed as Independent Director by the President of India vide Ministry of Power letter no. 2/13/2021-NHPC dated July 16, 2026 for a period of three year w.e.f. date of notification of her appointment, or until further orders, whichever is earlier and subsequently appointed as an Additional and Independent Director by the Board of Directors w.e.f. July 24, 2026 and in respect of whom the Company has received a notice in writing proposing her candidature for directorship, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of three year w.e.f. the date of notification of her appointment i.e. July 16, 2026 up to July 15, 2029 or until further orders from the Government of India, whichever is earlier.”

11. To appoint Shri Paresh Rasiklal Ranpara (DIN: 10183476), as Director (Personnel) of the Company and if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to applicable provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 (1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, Shri Paresh Rasiklal Ranpara (DIN: 10183476), who was appointed by Board on recommendations of the Nomination & Remuneration Committee as Additional Director and Director (Personnel) w.e.f. his assumption of charge i.e. July 30, 2026, pursuant to Ministry of Power (MoP), Govt. of India order no. 9/01/2025-NHPC dated July 27, 2026 and in respect of whom the Company has received a notice in writing proposing his candidature for directorship, be and is hereby appointed as Director (Personnel) of the Company, liable to retire by rotation, on the terms and conditions and any further orders as may be issued by Govt. of India from time to time.”

By the order of the Board of Directors

(Rupa Deb)
Company Secretary
ACS-13403

Date: July 30, 2026

Regd. Office:

NHPC Office Complex,

Sector-33, Faridabad, Haryana -121003

CIN: L40101HR1975GOI032564

Website: www.nhpcindia.com

EPABX No.: 0129-2588110/2588500

Email: companysecretary@nhpc.nic.in

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) relating to the special businesses to be transacted at the AGM, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 to 11 given above as special businesses in the forthcoming AGM, as they are unavoidable in nature.
2. The Ministry of Corporate Affairs (MCA) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (hereinafter collectively referred to as "MCA Circulars") has permitted convening the AGM through VC/ OAVM, without physical presence of the members at a common venue. In accordance with MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the AGM of the Company is being held through VC/ OAVM. **The Registered Office of the Company shall be deemed to be the venue of the AGM.** M/s National Securities Depository Limited (NSDL) will be providing facility for remote e-voting, for participation in the AGM through VC/ OAVM and e-voting during the AGM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed hereto.
4. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI LODR, Annual Report 2025-26 including Notice of AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent (RTA) / Depository Participants (DP) as on **Friday, July 17, 2026**. Additionally, in accordance with Regulation 36(1)(b) of SEBI LODR, the Company is sending letters to members whose email ids are not registered with Company/RTA/DP, providing weblink of Company's website, including exact path, where Annual Report 2025-26 is available. Members may note that the Notice of AGM and Annual Report 2025-26 is also available on the Company's website www.nhpcindia.com, websites of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of e-voting service provider i.e. NSDL at www.evoting.nsdl.com.
6. In terms of relevant provisions of the Act, Shri Sanjay Kumar Singh, Director (Projects) (DIN: 10718481) is liable to retire by rotation at this AGM and, being eligible, offer himself for re-appointment for remaining term. The tenure of Shri Singh as per the order of Ministry of Power, Govt. of India is up to February 28, 2027 or until further orders, whichever is earlier. The Nomination & Remuneration Committee in its meeting held on April 14, 2026, after taking into account the performance evaluation of Shri Singh has recommended his re-appointment. Based on the recommendation of Nomination & Remuneration Committee, the Board at its meeting held on April 14, 2026 has recommended the re-appointment of Shri Sanjay Kumar Singh as Director (Projects). Details of director(s) seeking appointment or re-appointment at the AGM, as required under Regulation 36 of SEBI LODR read with Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, are annexed hereto and forms part of the Notice.
7. Pursuant to Section 139 of the Act, the statutory auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). Further, in terms of Section 142 of the Act, their remuneration has to be fixed by the Company in a General Meeting or in such manner as the Company in General Meeting may determine. The members may authorize the Board to fix an appropriate remuneration of Joint Statutory Auditors to be appointed by C&AG for the financial year 2026-27 as may be deemed fit by the Board. The details of fees paid to the Joint Statutory Auditors during FY 2025-26 on consolidated basis is provided in the "Report on Corporate Governance".
8. We urge members to support our commitment to environmental protection by choosing to receive all communication including Notice of AGM and Annual Report from the Company, electronically. Members may follow the process detailed below for registration of email ID to obtain the report(s), update bank account details for the receipt of dividend electronically etc:-

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company i.e. KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032	
	Form for availing investor services to register PAN, E-mail address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR 1
	Update of signature of securities holder	Form ISR 2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	SH 13
	Declaration to opt out	Form ISR 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	SH 14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR 4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login	

The respective forms can be downloaded by following the link:https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

9. Members holding securities in physical mode are:

   a. Requested to send their share certificates to RTA for consolidation, in case shares are held under two or more folios.

   b. Informed that shares held in physical mode will not be accepted for transfer/transmission.

   c. Informed that Regulation 40 of SEBI LODR, as amended, mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, as per SEBI Circular dated January 25, 2022, securities shall be issued only in demat mode, while processing requests pertaining to issuance of duplicate share certificate, claim from unclaimed suspense account, endorsement, sub-division/ consolidation of share certificates, transmission, transposition etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into electronic form (DEMAT).

10. The register of members and share transfer books of the Company will remain closed from **Thursday, August 13, 2026 to Friday, August 28, 2026** (both days inclusive).

11. The Company will also provide one-way live webcast of proceedings of AGM from **11:30 A.M. (IST)** onwards on **Friday, August 28, 2026** on its website i.e. www.nhpcindia.com.

DIVIDEND

12. The Board of Directors, in their meeting held on February 04, 2026, had declared an interim dividend @ 14% (₹1.40 per equity share) on the paid-up equity share capital of the Company which was paid in February, 2026. Further, the Board of Directors in their meeting held on May 15, 2026 had recommended a final dividend @ 2.10% (₹0.21/- per equity share) on the paid-up equity share capital of the Company for the financial year 2025-26. The Company has fixed **Wednesday, August 12, 2026** as "Record Date" for determining entitlement of members to receive final dividend, if declared at the AGM. The members whose names appear in the Register of Members/ List of Beneficial Owners (to be received from NSDL and CDSL) as on record date will be entitled to receive final dividend. The final dividend, if declared at the AGM, will be paid as per the provisions of the Act.

13. Since November 19, 2025, dividends are processed only in electronic mode, consequently payment through dividend warrants or cheques has been discontinued.

14. SEBI MANDATE ON KYC COMPLIANCE

   a. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3^{rd} November, 2021 as amended, has mandated registration of PAN, KYC details (viz. i. Contact

Details (Postal Address with PIN), ii. Mobile Number, iii. Bank Account Details, iv. Specimen Signature), by holders of physical securities. Further, Members, who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Hence, holders of physical securities are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com.

Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf (FAQ Nos. 47 & 48).

b. Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly executed by the registered holder(s) to the Company's RTA, on or before Record date **Wednesday, August 12, 2026** so that the KYC details can be updated in the folios before the Record date.

15. TDS ON DIVIDEND

1. As per Income Tax Act, 2025 (as amended by Finance Act, 2026) ("IT Act"), dividend paid and distributed by the Company is taxable in the hands of shareholders in accordance with the provisions of the IT Act. In this connection, the shareholders are requested to take note of the following:

A. Resident Shareholders:

(i) Tax will be deducted at source ("TDS") under Section 393(1) [Table: S. No. 7] of the Act @ 10% on the amount of dividend paid or distributed by the company during the Tax Year 2026-27, unless exempt under any of the provisions of the Act.

(ii) However, in case of individual shareholders, TDS would not apply if the aggregate of total dividend distributed to them by the Company during the Tax year 2026-27 does not exceed ₹10,000. For non-individual resident shareholders (companies, firms, LLPs, etc.), TDS is applicable without any monetary threshold.

(iii) TDS will also not be deducted where a shareholder submits a duly signed Form No. 121 (prescribed under Section 393(6) of the IT Act read with Rule 211 of the Income-tax Rules, 2026), which replaces the erstwhile Form No. 15G and Form No. 15H. Form No. 121 may be submitted by eligible resident individual shareholders (including those aged 60 years and above), provided the eligibility conditions are met. HUFs are not eligible to submit Form No. 121 for claiming nil TDS on dividend income. Blank Form No. 121 can be downloaded from the following link:-

https://www.incometaxindia.gov.in/documents/d/guest/form-no-121-1

(iv) The Central Board of Direct Taxes ("CBDT") has revised Form 121, incorporating additional disclosures. Accordingly, shareholders are requested to carefully review the revised requirements and ensure that all columns are duly completed in the updated Form 121. Further, shareholders are required to fully complete Part-A (including the declaration therein) and Part-B (Sr. Nos. 8,9, 11 to 18 only). Please note that all fields mentioned in the forms are mandatory and the Company may reject the forms submitted, if not filled up correctly.

(v) NIL / lower tax will be deducted on dividend payable to the following categories of resident shareholders, on submission of self-declarations:

a. **Insurance Companies**: Declaration that the provisions of Section 393(4) [Table: S.No.10] of the IT Act are applicable, along with self-attested copy of registration certificate and PAN card;

b. **Mutual Funds**: Declaration by the mutual fund as specified under Schedule VII [Table: Sl. No. 20 or 21] to Section 11 of the IT Act along with self-attested copies of the registration documents and PAN card;

c. **AIF established in India**: Declaration that the shareholder is eligible for exemption under Schedule V [Table: Sl. No. 1] to Section 11 of the IT Act and that they are established as Category I or Category II AIF under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, made under the Securities and Exchange Board of India Act, 1992. Copy of self-attested registration documents and PAN card should also be provided;

d. **New Pension System Trust**: Declaration along with self-attested copy of documentary evidence supporting the exemption under Schedule VII (41) to Section 11 of the IT Act and self-attested copy of PAN card;

e. **Recognized Provident Fund/ Approved Superannuation Fund/ Approved Gratuity Fund**: Self-declaration that its income is eligible for exemption under Schedule VII [22,23,24] to Section 11 of the IT Act along with self-attested copy of PAN card and approval granted by Commissioner of Income Tax;

f. **Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income**: Self-declaration specifying the specific Central Act under which such corporation is established and that their income is exempt under the provisions of the IT Act along with a self-attested copy of the PAN card and registration certificate.

g. **Dividend payable to Government, Reserve Bank or certain corporations**: No TDS is required to be deducted as per Section 393(5) of the IT Act;

h. **Other shareholders**: Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card;

i. **Certificate for lower/Nil deduction:** Shareholders who have provided a valid certificate issued u/s 395(1) of the IT Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.

Application of Nil rate at the time of tax deduction / withholding on dividend amounts will depend upon the completeness and satisfactory review by the Company of the documents submitted by such shareholders.

(vi) However, TDS shall be deducted at higher rates as stated below in the following circumstances:

- **Valid PAN not available**: If a valid PAN is not registered with the Company's Register of Members, TDS shall be deducted at 20% as per Section 397(2) of the IT Act.
- **Inoperative PAN**: As per Section 262(6) of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 397(2) of the IT Act. The Company will be using online functionality of the Income tax department for the above purpose and no claim shall lie against the Company if tax is deducted based on the status on the said online functionality of Income Tax department.

The above provision makes it mandatory on part of the Company to withhold taxes in all cases where the amount of dividend likely to be paid during the relevant tax year exceeds ₹10,000/-. NHPC has been regularly paying interim and final dividend since last few years and it is expected that the Company would pay an interim dividend during the current year also i.e., financial year 2026-27. Accordingly, TDS will be deducted @10% on the final dividend for financial year 2025-26 with a threshold limit of ₹8,000/-.

B. Non- resident shareholders [including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs)]:

(i) Tax is required to be withheld in terms of the provisions of 393(2) [Table: S. No. 17 and 15] of the IT Act, at applicable rates in force. As per the relevant provisions of the IT Act, tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. In case, Non-Resident Shareholders provide a certificate issued under Section 395 read with section 393(2) of the IT Act, for lower/ nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

(ii) However, in terms of Section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Taxation Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if the DTAA provisions are more beneficial. To avail the tax treaty benefits, non-resident shareholder(s) will have to provide the following:

a. Self-attested copy of PAN card, if allotted by the Indian income tax authorities;

b. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of residence of the shareholder, valid for the tax year 2026-27 covering the period from April 01, 2026 to March 31, 2027;

c. In case, PAN is not available, the non-resident shareholder shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (e) tax residency certificate from the Government of that country or specified territory (f) Tax Identification Number of the residency country;

d. Electronically filed Form 41 valid for the period from April 01, 2026 to March 31, 2027 is compulsorily required as per Section 159(8) of the IT Act read with Rule 75 of the Income-tax Rules, 2026 to avail the benefit of DTAA;

e. Self-declaration (as per Annexure-1) by the non-resident shareholder of meeting the treaty eligibility requirements and satisfying beneficial ownership requirement valid for the tax year 2026-27 covering the period from April 01, 2026 to March 31, 2027;

f. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of the registration certificate issued by the Securities and Exchange Board of India;

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders and meeting the requirements of the IT Act, read with the applicable tax treaty. It must be ensured that self-declaration should be addressed to the Company and must be in same format as attached. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rates at the time of deducting tax on dividend.

(iii) In case of Sovereign Wealth funds and Pension funds notified by Central Government under Schedule V, Table S.No.7 of the IT Act, the non-resident shareholder shall submit a copy of the notification issued by CBDT substantiating the applicability of Schedule V, Table S.No.7 of the IT Act issued by the Government of India and self-declaration along with self-attested copy of the PAN card that the conditions specified in Schedule V, Table S.No.7 have been complied with.

(iv) In case of Subsidiary of Abu Dhabi Investment Authority ('ADIA') as prescribed under Section Schedule V, Table S.No.7 of the IT Act, the non-resident shareholder shall submit a self-declaration along with self-attested copy of the PAN card substantiating the fulfilment of conditions prescribed under Section Schedule V, Table S.No.7 of the IT Act.

2. In cases where the shareholder is merely a custodian of the shares and, accordingly, not the beneficial owner of the dividend payable in respect thereof, then, in order to effect TDS to the credit of the beneficial owner of dividend income, the custodian shareholder may provide a declaration prescribed under Rule 203 of the Income Tax Rules, 2026 (Rule 37BA of the Income Tax Rules, 1962). The aforesaid declaration shall contain-(i) name, address, PAN and residential status of the person to whom credit is to be given(ii) payment in relation to which credit is to be given; and(iii) the reason for giving credit to such person. Any declaration received after the last date of submission mentioned hereinafter, will not be considered by the Company.

3. The shareholders are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with the Company's Registrar and Transfer Agents – KFin Technologies Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) so that the deduction of TDS is carried out appropriately.

4. Further, the aforementioned documents are required to be uploaded by shareholders on the Kfin Technologies Limited (Registrar & Transfer Agent of the Company) portal https://ris.kfintech.com/form15 or should be submitted by e-mail at einward.ris@kfintech.com or investorcell@nhpc.nic.in for claiming TDS exemption/lower deduction/ transferring TDS credit to the beneficial owner by 11:59 P.M. IST on or before **Wednesday, August 12, 2026 (Record Date for Dividend)**. Communication on the tax determination/ deduction/ transferring TDS Credit to shareholders received post **Wednesday, August 12, 2026 (Record Date for Dividend)** shall not be considered for the payment of final dividend 2025-26.

5. If the above documents are password protected, then the password must be shared in the same email. Further, in a single email, the documents of one shareholder only should be attached. For multiple shareholders, separate mails should be sent to the Company. However, if the documents of multiple shareholders are attached in a single email, then the name of all those shareholders with their folio numbers must be mentioned in the mail body. No claim shall lie against the company if the lower tax/ No tax deduction benefit is not provided to any such shareholders due to the reasons mentioned above.
6. Application of beneficial TDS rates (including the beneficial DTAA rates) or exemption from TDS for shareholders shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the shareholders. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents or upon documents being found to be non-satisfactory upon review by the Company, shareholder would still have the option of claiming refund of the excess tax paid at the time of filing income tax return. No claim shall lie against the Company for such taxes deducted.
7. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the shareholder/s, such shareholder/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
8. Shareholders will be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account at https://www.incometax.gov.in/iec/foportal/.
9. Above communication on TDS sets out the provisions of law in a summary manner only, as on the date of the communication and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders may note that, since the tax consequences are dependent on facts and stances of each case, they are advised to consult their own tax consultant with respect to specific tax implications arising out of receipt of dividend.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

16. Members are requested to note that in terms of Section 124 of the Act, dividends which remains unpaid or unclaimed for a consecutive period of seven years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends shall also be transferred to the demat account of IEPF Authority. Accordingly, members are requested to claim their dividends and shares referred above from the Company, within the stipulated time. The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in). For further details, please refer to website of the Company at www.nhpcindia.com and Report on Corporate Governance, which forms part of the Annual Report of the Company.

    The due dates for transfer to IEPF, of the unclaimed/ unpaid dividends for the financial year 2018-19 and thereafter, are as under:

Financial Year	Date of Declaration of Dividend	Due Date for Transfer to IEPF
2018-19 (Final Dividend)	23.09.2019	28.10.2026
2019-20 (Interim Dividend)	07.02.2020	08.03.2027
2019-20 (Final Dividend)	29.09.2020	01.11.2027
2020-21 (Interim Dividend)	11.02.2021	16.03.2028
2020-21 (Final Dividend)	29.09.2021	03.11.2028
2021-22 (Interim Dividend)	11.02.2022	14.03.2029
2021-22 (Final Dividend)	25.08.2022	28.09.2029
2022-23 (Interim Dividend)	07.02.2023	09.03.2030
2022-23 (Final Dividend)	31.08.2023	29.09.2030
2023-24 (Interim Dividend)	12.02.2024	14.03.2031
2023-24 (Final Dividend)	28.08.2024	29.09.2031
2024-25 (Interim Dividend)	07.02.2025	11.03.2032
2024-25 (Final Dividend)	30.08.2025	29.09.2032
2025-26 (Interim Dividend)	04.02.2026	06.03.2033

PROCEDURE FOR INSPECTION OF DOCUMENTS

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM upon login at NSDL e-voting system at www.evoting.nsdl.com.

18. All documents referred to in the Notice will also be available for inspection electronically without any fee by the Members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect documents can send an e-mail to Company Secretary at agm2026@nhpc.nic.in mentioning their name, DP ID & Client ID/folio number and Permanent Account Number (PAN). Members seeking any information with regard to businesses to be transacted at the AGM, are requested to write to the Company on or before **Friday, August 21, 2026** by sending e-mail at agm2026@nhpc.nic.in. The same will be replied by the Company suitably.

INFORMATION TO MEMBERS REGARDING E-VOTING AND AGM THROUGH VC/OAVM:

19. Pursuant to the provisions of Section 108 of the Act read with relevant Rules, Regulation 44 of SEBI LODR (as amended from time to time) and MCA Circulars, the Company is providing the facility of remote e-voting and e-voting at the AGM in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed M/s National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by NSDL.

20. The members can join the AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

21. Members, whose names appear in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. **Friday, August 21, 2026** shall only be entitled to avail the facility of remote e-voting or e-voting during the AGM. The voting rights shall be as per the number of equity shares held by the members as on the cut-off date. A person who is not a Member as on the cut-off date should treat the notice of AGM for information purpose only.

22. In case of joint holders, the member whose name appears as the first holder in the order of names, as per the register of members of the company will be entitled to vote.

23. Members who would like to ask questions regarding businesses to be conducted during the AGM, should register themselves as a speaker by sending a request from registered e-mail address mentioning their name, demat account number/ folio number, PAN, mobile number at agm2026@nhpc.nic.in from **Friday, August 21, 2026 to Monday, August 24, 2026 till 05:00 P.M. (IST)**. Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM. When a pre-registered speaker is invited to speak at the meeting but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video/ camera along with good internet speed. Members who are not able to join this meeting over video conferencing will be able to view the live webcast of proceedings of AGM on the website of the Company i.e. www.nhpcindia.com.

24. The Board of Directors has appointed Shri Amit Kaushal (Membership No. F6230, COP No. 6663) and failing him Shri Alok Kumar Tripathi (Membership No. A27448, COP No. 13447) of M/s A. Kaushal & Associates, Company Secretaries, New Delhi, e-mail address: aka_pcs@yahoo.com, to act as scrutinizer for conducting the entire e-voting process in a fair and transparent manner.

25. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. **Friday, August 28, 2026**.

26. The result of e-voting shall be declared within two working days from the conclusion of the AGM and simultaneously be intimated to Stock Exchanges. The result along with scrutinizer's report shall also be displayed on the Notice Board of the Company, made available on the website of the Company at www.nhpcindia.com and on the website of M/s NSDL at www.evoting.nsdl.com.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING

27. The remote e-voting period begins on **Tuesday, August 25, 2026 at 09:00 A.M. (IST)** and ends on **Thursday, August 27, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Friday, August 21, 2026** may cast their vote electronically. The

voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, August 21, 2026**.

28. **E-voting Process/Instructions**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "Login" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Change(s)/ updation(s), if any, in the aforesaid instructions will be hosted on website of the Company.

GENERAL GUIDELINES FOR SHAREHOLDERS

29. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aka_pcs@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

30. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

31. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice

32. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company (Email ID: companysecretary@nhpc.nic.in)/ RTA.

33. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (Email ID companysecretary@nhpc.nic.in)/ RTA. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholder holding securities in demat mode.**

34. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

35. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email Id correctly in their demat accounts in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

36. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

37. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

38. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

39. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

40. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may follow the steps mentioned above to access **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

41. Members are encouraged to join the Meeting through Laptops for better experience.
42. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
43. Members joining the AGM from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
44. Members, who need assistance before or during the AGM, may contact NSDL at evoting@nsdl.com or call at 022 - 4886 7000.

OTHER INFORMATION

45. Pursuant to SEBI Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a special window for re-lodgment of transfer deeds of physical securities of Company which were sold/purchased prior to April 01, 2019, will remain open from February 05, 2026 to February 04, 2027. For details, please check the website of company https://www.nhpcindia.com/welcome/page/442.
46. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from their depository participants and holding should be verified from time to time.
47. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List.

    #Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.
48. SEBI vide circulars dated July 31, 2023 and August 04, 2023, has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://www.nhpcindia.com/welcome/main_page/114.
49. Non-Resident Indian members are requested to inform RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), regarding:
    i. Change in their residential status on return to India for permanent settlement.
    ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFS Code and address of the Bank with PIN Code number, if not furnished earlier.
50. Members are informed that SEBI vide its Circular dated May 30, 2022 has issued Standard Operating Procedures (SOP) for dispute resolution under Stock Exchanges arbitration mechanism for dispute between a listed company and/or RTA and its Shareholder(s)/Investor(s).
51. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA in form ISR-1.
52. Members are hereby notified that our RTA, KFin Technologies Limited have launched an online application which can be accessed at https://ris.kfintech.com > Investor Services > Investor Support as per SEBI Circular dated Jun 08, 2023. Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details. Quick link to access the signup page: https://kprism.kfintech.com/signup

    As part of the initiative, a senior citizen Investor Cell has been formed by RTA, to assist exclusively the senior citizens in redressing their grievances, complaints and queries. Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

QR Code to access KPRISM:

53. Members are requested to address all correspondences, including dividend matters to our Registrar and Share Transfer Agent:

M/s KFin Technologies Limited,
CIN: L72400MH2017PLC444072

Registered Address: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, 400 070, Maharashtra.

SEBI Registration No. - INR000000221

Address for Correspondence / Operations Centre: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

Email ID:	einward.ris@kfintech.com
Toll Free Number:	1800 309 4001
WhatsApp Number:	(91) 910 009 4099
Investor Support Centre:	https://kprism.kfintech.com/
KFINTECH Corporate Website:	https://www.kfintech.com
RTA Website:	https://ris.kfintech.com
KPRISM (Mobile Application):	https://kprism.kfintech.com/signup
RTA Search:	https://www.registrarsassociation.com/search

54. None of the Directors of the Company are in any way related to each other.

By the order of the Board of Directors

(Rupa Deb)
Company Secretary
ACS-13403

Date: July 30, 2026

Regd. Office:

NHPC Office Complex,
Sector-33, Faridabad, Haryana -121003

CIN: L40101HR1975GOI032564

Website: www.nhpcindia.com

EPABX No.: 0129-2588110/2588500

Email: companysecretary@nhpc.nic.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Ministry of Power vide its order dated September 4, 2025 has appointed Shri Bhupender Gupta (DIN: 06940941) as Chairman & Managing Director of Company for a period of five years w.e.f. the date of his assumption of charge of the post or till the date of his superannuation i.e. 31.10.2030, or until further orders, whichever is the earliest. Shri Bhupender Gupta assumed the charge of the post of Chairman & Managing Director w.e.f. September 4, 2025.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013 and SEBI LODR. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and is eligible for appointment. Accordingly, the Board appointed Shri Bhupender Gupta (DIN: 06940941) w.e.f. September 4, 2025 as an Additional Director and Chairman & Managing Director.

As the tenure of Shri Bhupender Gupta as an Additional Director is due to expire at the AGM pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Chairman & Managing Director of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from Shri Bhupender Gupta under the provisions of Section 160 of the Act, proposing his candidature for Directorship of the Company. The Company has also received necessary disclosure and declarations from Shri Gupta as per provisions of the Companies Act, 2013 and SEBI LODR. Shri Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Nomination & Remuneration Committee has recommended to the Board his appointment as Chairman & Managing Director considering his knowledge, background, skill, expertise, experience and capabilities.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has recommended the appointment of Shri Bhupender Gupta as Chairman & Managing Director of the Company, not liable to retire by rotation.

In view of above, it is proposed to obtain approval of shareholders for his appointment as Chairman & Managing Director on the Board of the Company as per order received from Govt. of India and any further orders issued by the Govt. of India, by passing Ordinary Resolution set out at Item no. 5 of this Notice.

The order of Ministry of Power dated September 4, 2025 and other related documents are available for inspection by the members electronically during business hours of the Company, without any fee.

Shri Bhupender Gupta is interested in this resolution to the extent of his appointment as a Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Details as required under Regulation 36 of SEBI LODR and Secretarial Standard-2 is annexed.

Item No. 6

Ministry of Power vide its order dated October 17, 2025 has appointed Shri Mahesh Kumar Sharma (DIN: 11306355) as Director (Finance) on the Board of Company for a period of five years w.e.f. the date of his assumption of charge of the post or until further orders, whichever is earlier. Shri Mahesh Kumar Sharma assumed the charge of the post of Director (Finance) w.e.f. October 17, 2025.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013 and SEBI LODR. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and is eligible for appointment. Accordingly, the Board appointed Shri Mahesh Kumar Sharma (DIN: 11306355) w.e.f. October 17, 2025 as an Additional Director and Director (Finance).

As the tenure of Shri Mahesh Kumar Sharma as an Additional Director is due to expire at the AGM pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Finance) of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from Shri Mahesh Kumar Sharma under the provisions of Section 160 of the Act, proposing his candidature for Directorship of the Company. The Company has also received necessary disclosure and declarations from Shri Sharma as per provisions of the Companies Act, 2013 and SEBI LODR. Shri Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Nomination & Remuneration Committee has recommended to the Board his appointment as Director (Finance) considering his knowledge, background, skill, expertise, experience and capabilities.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has recommended the appointment of Shri Mahesh Kumar Sharma as Director (Finance) of the Company, liable to retire by rotation.

In view of above, it is proposed to obtain approval of shareholders for his appointment as Director (Finance) on the Board of the Company as per order received from Govt. of India and any further orders issued by the Govt. of India, by passing Ordinary Resolution set out at Item no. 6 of this Notice.

The order of Ministry of Power dated October 17, 2025 and other related documents are available for inspection by the members electronically during business hours of the Company, without any fee.

Shri Mahesh Kumar Sharma is interested in this resolution to the extent of his appointment as a Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Details as required under Regulation 36 of SEBI LODR and Secretarial Standard-2 is annexed.

Item No. 7

Ministry of Power vide order dated May 14, 2026 had conveyed the decision of President of India to appoint Shri Diwakar Nath Misra (DIN: 07464700), Additional Secretary, Ministry of Power as Government Nominee Director on Board of the Company untill further orders, in exercise of the powers conferred by Article 34 of the Articles of Association of NHPC Limited.

In terms of Section 161(3) of the Companies Act, 2013, the Board may appoint any person nominated by the Central Government by virtue of its shareholding in a Government Company as Nominee Director. Accordingly, the Board had appointed Shri Diwakar Nath Misra (DIN: 07464700), Additional Secretary, Ministry of Power as Government Nominee Director on Board of the Company w.e.f. May 14, 2026.

In accordance with Regulation 17(1C) of SEBI LODR, NHPC Limited is required to obtain the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors at next General Meeting.

The Board recommends that Shri Diwakar Nath Misra may be appointed as Government Nominee Director of the Company, liable to retire by rotation, on such terms and conditions and tenure as may be determined by the President of India/ Government of India from time to time.

In view of above, it is proposed to obtain approval of shareholders for appointment of Shri Diwakar Nath Misra as Government Nominee Director on the Board of the Company by passing Ordinary Resolution set out at Item no.7 of this Notice.

The order of Ministry of Power dated May 14, 2026 and other related documents are available for inspection by the members electronically.

Shri Diwakar Nath Misra, Additional Secretary, Ministry of Power is interested in this resolution to the extent of his appointment as a Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

The Board recommends that Ordinary Resolution as set out in the Notice for approval by the Members.

Details as required under Regulation 36 of SEBI LODR and Secretarial Standard-2 is annexed.

Item No. 8

NHPC Limited is a Navratna Central Public Sector Enterprise of Government of India with an authorized share capital of ₹17,500 crore and is a Listed Company. NHPC is one of the top hydro power developers in India with over 51 years of experience in hydro power sector. NHPC has successfully developed twenty-two hydro power stations, two solar power projects and one wind power project across the Country. At present, NHPC is engaged in the construction of various hydro-electric and solar projects. Further, various hydro-electric, solar and pumped storage projects are under pipeline, details of which already forms part of the Directors' Report. NHPC is in rapid capacity addition mode by taking projects of different sources of energy i.e. hydro (including PSP), renewables, etc. These projects are to be financed in debt equity ratio of 70:30 as per CERC norms. The main constituents of the Company's borrowings are generally in the form of bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, subordinate debts from Govt. of India etc. As per the requirements of Section 180(1)(c) of the Act, the shareholders of the Company by a special resolution passed in 49th Annual General Meeting held on August 30, 2025 had authorized Board of Directors to borrow upto ₹60,000 crore in excess of paid up share capital, free reserves and security premium account. Keeping in view of fund requirements due to very robust CAPEX plan of the Company, the limit of ₹60,000 crore is required to be increased. The tentative debt requirement for both ongoing projects and new projects up to about next five years as per CAPEX requirements will be approx. ₹67,500 crore, which will exceed the approved borrowing limit of ₹60,000 crore in about next three years. In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution, for authorizing the Board of Directors to borrow money from time to time, exceeding the paid-up share capital of the Company, its free reserves and securities premium, provided that total amount so borrowed (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not at any time exceed ₹70,000 crore.

The Board of Directors of the Company has approved the above proposal and recommends the above proposal for approval of shareholders through Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

Item No. 9

As per the requirements of Section 180(1)(a) of the Act, Rules made there under and any other statutory and procedural formalities to be complied with in this regard, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not create mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise. NHPC has a very robust CAPEX plan. Accordingly, large portion of capital expenditure requirement of the Company has to be funded by debt which may require creation of security on the immovable/ movable properties of the Company. Therefore, it is proposed to authorize Board of Directors of the Company to create mortgage/ charge on immovable and/or movable properties of the Company and /or the whole or substantially the whole of the undertaking(s) of the Company, both present and future, for securing borrowing of funds for the purposes of business of the Company as per the requirements of Section 180(1) (a) of the Act.

The Board of Directors of the Company has approved the above proposal and recommended the above proposal for approval of shareholders through Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

Item No. 10

Ministry of Power vide its letter dated July 16, 2026 has appointed Dr. Bernadette Lyngdoh (DIN: 11836182) as Non-official Independent Director on the Board of the Company for a period of three year w.e.f. date of notification of her appointment, or until further orders, whichever is earlier.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013 and SEBI LODR. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and shall be eligible for re-appointment. Accordingly, the Board appointed Dr. Bernadette Lyngdoh (DIN: 11836182) w.e.f. July 24, 2026 as Additional and Independent Director.

As the tenure of Dr. Bernadette Lyngdoh as an Additional Director is due to expire at the AGM pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm her directorship and to appoint her as Independent Director of the Company on the terms and conditions as determined by the Government of India.

The Company has received notice in writing under the provisions of Section 160 of the Act, from Dr. Lyngdoh proposing her candidature for appointment as Independent Director of the Company. The Company has also received necessary disclosures and declarations from the aforesaid Director as per provisions of the Companies Act, 2013 and SEBI LODR. Dr. Lyngdoh (DIN: 11836182) is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Based on the experience, knowledge, background, skills & capabilities and pursuant to Ministry of Power letter dated July 16, 2026, the Board of Directors has recommended the appointment of Dr. Bernadette Lyngdoh (DIN: 11836182) as Independent Director, not liable to retire by rotation, for a period of three-year w.e.f. date of notification of her appointment vide letter dated July 16, 2026 or until further orders from the Government of India, whichever is earlier.

The letter of Ministry of Power dated July 16, 2026, appointment letter setting out the terms & conditions and other related documents are available for inspection by the members electronically during business hours of the Company, without any fee.

In terms of Sections 149 and 152 of the Companies Act, 2013, the appointment of Dr. Bernadette Lyngdoh (DIN: 11836182) as an Independent Director on the Board of the Company, not liable to retire by rotation, requires approval of the Members in the General Meeting.

Dr. Bernadette Lyngdoh is interested in this resolution to the extent of her appointment as a Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution as set out in the Notice for approval by the Members.

Details as required under Regulation 36 of SEBI LODR and Secretarial Standard-2 is annexed.

Item No. 11

Ministry of Power vide its order dated July 27, 2026 has appointed Shri Paresh Rasiklal Ranpara (DIN: 10183476) as Director (Personnel) on the Board of Company for a period of five years w.e.f. the date of his assumption of charge of the post or till the date of his superannuation i.e. 31.08.2031, or until further orders, whichever is the earlier. Shri Paresh Rasiklal Ranpara assumed the charge of the post of Director (Personnel) w.e.f. July 30, 2026.

In terms of Article 35A of Articles of Association of the Company, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under the provisions of the Companies Act, 2013 and SEBI LODR. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company and is eligible for appointment. Accordingly, the Board appointed Shri Paresh Rasiklal Ranpara (DIN: 10183476) w.e.f. July 30, 2026 as an Additional Director and Director (Personnel).

As the tenure of Shri Paresh Rasiklal Ranpara as an Additional Director is due to expire at the AGM pursuant to Section 161(1) of the Act, approval of shareholders is being sought in order to confirm his directorship and to appoint him as Director (Personnel) of the Company on the terms and conditions as determined by the Government of India.

The Company has received a notice in writing from Shri Paresh Rasiklal Ranpara under the provisions of Section 160 of the Act, proposing his candidature for Directorship of the Company. The Company has also received necessary disclosure and declarations from Shri Ranpara as per provisions of the Companies Act, 2013 and SEBI LODR. Shri Ranpara is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Nomination & Remuneration Committee has recommended to the Board his appointment as Director (Personnel) considering his knowledge, background, skill, expertise, experience and capabilities.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has recommended the appointment of Shri Paresh Rasiklal Ranpara as Director (Personnel) of the Company, liable to retire by rotation.

In view of above, it is proposed to obtain approval of shareholders for his appointment as Director (Personnel) on the Board of the Company as per order received from Govt. of India and any further orders issued by the Govt. of India, by passing Ordinary Resolution set out at Item no. 11 of this Notice.

The order of Ministry of Power dated July 27, 2026 and other related documents are available for inspection by the members electronically during business hours of the Company, without any fee.

Shri Paresh Rasiklal Ranpara is interested in this resolution to the extent of his appointment as a Director.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution except may be deemed to be concerned or interested to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Details as required under Regulation 36 of SEBI LODR and Secretarial Standard-2 is annexed.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM

A. Shri Bhupender Gupta, Chairman & Managing Director (DIN: 06940941)

Shri Bhupender Gupta has taken over the charge of the post of Chairman & Managing Director on 04.09.2025. He began his professional career with ACC Ltd. in 1991 and started his CPSU career by joining SJVN in 1995, where he served for 12 years in various positions. During this period, he was responsible for the planning, erection, and commissioning as well as O&M of the electromechanical equipment of the 1500 MW Nathpa Jhakri Hydro Power Plant, the largest operational hydroelectric project in India. He also served on deputation in Bhutan with the 1020 MW Tala Hydroelectric Power Project for around three years (2002–2005).

Subsequently, he joined REC Ltd. in March 2007 and was associated with project financing of Hydro, Thermal projects for approximately 6 years. Thereafter, he worked as Additional Chief Executive Officer (CEO) in two subsidiaries of REC i.e. REC Transmission Projects Co. Ltd. and REC Power Distribution Co. Ltd. as the Operational Head. During his tenure, he oversaw execution, project management, contract management, and consultancy for power sector projects across Pan India & successfully completed Govt. of India Flagship scheme assigned to REC i.e. Saubhagya, Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY), PMDP etc.

Shri Gupta later joined as Director (Technical) at the Punatsangchhu Hydroelectric Project Authority, in Bhutan in December, 2020 on deputation and spearheaded on-going construction activities and resolved long pending contractual & pending issues. Thereafter, Shri Gupta joined THDCIL as Director (Technical) on 9th June, 2023. Shri Gupta provided strategic leadership in addressing commissioning challenges and Covid-19 impacts, facilitating THDCIL in successfully achieving CoD of 1320 MW of Khurja STPP. Shri Gupta guided Civil, HM and EM teams in resolving major civil challenges, pump-turbine operational issues and commissioning hurdles due to implementing advanced technology (VSI) in Tehri PSP, leading to successful CoD of Unit-1 & 2 (250 MW each) of Tehri PSP. He also steered the redeployment of stalled operation of Tunnel Boring Machine (TBM) in 444 MW Vishnugad Pipalkoti HEP and now the project is in advance stage of completion. After assigned additional charge of CMD SJVN from 01.05.2025, he provided strategic leadership in addressing commissioning challenges of Buxar Thermal PP and facilitated successful achieving CoD of first Unit in Sep'25 (660 MW) and Second Unit is in advanced stage of commissioning. SJVNL has also commissioned entire capacity of 1000 MW Bikaner Solar Power project in Dec'2025, under his leadership.

After taking charge as CMD NHPC, Shri Gupta is actively steering NHPC towards faster execution and commissioning of ongoing projects and bringing new hydro projects in the NHPC portfolio. Since taking over the charge of NHPC, commissioning of 300 MW Bikaner Solar plant and COD of four units of Subansiri Lower HEP of 250 MW each has been achieved.

Shri Gupta is member of Nomination & Remuneration Committee in NHPC Limited

<u>Date of Birth and Age</u>: October 07, 1970 (55 years)

<u>Nature of Expertise in specific functional areas</u>: Shri Bhupender Gupta holds a bachelor's degree in Electrical Engineering and an MBA in Operations Management. With an illustrious career spanning more than 34 years including 31 years in Power CPSUs, Shri Gupta has contributed significantly to the Indian power sector across hydro, thermal, renewable energy, transmission, and distribution domains. His contribution encompassed planning, design, execution, contract and project management, and O&M of large hydro projects as well as transmission and distribution projects.

<u>Disclosure of relationships between Directors inter-se</u>: There is no inter-se relationship between directors.

<u>Other Companies, including Listed Entities in which Shri Gupta holds directorship and membership of Committees of the Board</u>:

1. SJVN Limited- Chairman & Managing Director (Additional Charge)
2. SJVN Arun-3 Power Development Company Private Limited- Chairman
3. SJVN Lower Arun Power Development Company Private Limited- Chairman
4. SJVN Thermal Private Limited-Nominee Director
5. NHDC Limited- Nominee Director & Chairman
6. Loktak Downstream Hydroelectric Corporation Limited- Nominee Director & Chairman

<u>Listed Entities from which Shri Gupta has resigned in the past three years</u>: Nil, however, in past he ceased to be Director (Technical) from the Board of THDC India Limited due to order of Govt. of India, to appoint him as Chairman & Managing Director, NHPC Limited. In addition to this, he also

ceased to be Director in the following other non-listed Companies (Group Companies of THDC India Limited):-

1. THDCIL-UJVNL Energy Company Limited
2. TUSCO LIMITED

Shareholding in the Company including shareholding as beneficial owner (as on July 30, 2026): NIL

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board Meetings attended during FY 2025-26: Shri Bhupender Gupta was appointed on the Board of NHPC Limited as Additional Director and Chairman & Managing Director w.e.f. September 04, 2025. Details pertaining to number of Board Meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for financial year 2025-26.

B. Shri Sanjay Kumar Singh, Director (Projects) (DIN: 10718481)

Shri Sanjay Kumar Singh is holding the position of Director (Projects) since 24.07.2024. He also held the additional charge of the post of Chairman & Managing Director, NHPC from 01.09.2025 to 04.09.2025 and additional charge of Director (Technical), NHPC w.e.f. 08.08.2024 to 16.04.2025. Prior to joining NHPC, Shri Singh was working in SJVN Ltd. as Chief General Manager. He has more than 35 years of vast & varied experience in Power & Infrastructure sector in respect of execution of mega and prestigious projects in India & Bhutan.

During his tenure at NHPC, 800 MW Parbati-II HEP, a prestigious and challenging project having HRT of approx. 31.5 KM and 300 MW Bikaner Solar Project got commissioned. Further, four units of Subansiri Lower HEP (2000 MW), one of the largest hydro project is also commissioned and balance units are at the verge of commissioning. Significant progress has also been achieved in other under construction projects of NHPC and its JV/ Subsidiaries.

In SJVN, he has worked as Head of the Project of Sunni Dam HEP (Construction stage), Naitwar Mori HEP (Construction stage), Luhri HEP stage II (S&I stage), Jhakhol Sankri HEP (S&I stage). He has also served as Chief Executive Officer (CEO) of STPL (A Wholly Owned Subsidiary of SJVN Ltd.). In addition, he was responsible at different positions for construction of major critical components of largest Hydroelectric Power Project of India i.e. Nathpa Jhakri Hydroelectric Project (1500 MW), H.P., Tala Hydroelectric Project (1020 MW), Bhutan and S&I / Pre-construction activities of Devsari Hydroelectric Project (Uttarakhand).

Shri Singh is member of Stakeholders' Relationship Committee, Committee of Directors on Corporate Social Responsibility (CSR) & Sustainability and Risk Management Committee in NHPC Limited.

Date of Birth and Age: February 19, 1967 (59 years)

Nature of Expertise in specific functional areas: Shri Sanjay Kumar Singh holds degree in Bachelor of Engineering (Civil). He has rich experience of working at various levels for Key project activities like Project Construction, Survey & Investigation/ Pre-construction including preparation of Detailed Project report and cost estimate, formulation of bid documents, evaluation of bids, issue of awards, contract management, Project Planning & Monitoring, liaisoning and follow up with various Ministries/ Departments such as CWC/ CEA/ MoP, MOEF&CC, Pollution Control Board for various clearances like Environment, Forest, Tech-economic, Public Investment Board etc.

Disclosure of relationships between Directors inter-se: There is no inter-se relationship between directors.

Other Companies, including Listed Entities in which Shri Singh holds directorship and membership of Committees of the Board:

1. Ratle Hydroelectric Power Corporation Limited: Nomine Director
2. Chenab Valley Power Projects Limited: Nominee Director
3. NHPC Renewable Energy Limited: Nominee Director & Chairman
4. Jalpower Corporation Limited: Nominee Director & Chairman
5. Loktak Downstream Hydroelectric Corporation Limited: Nominee Director

Listed Entities from which Shri Singh has resigned in the past three years: NIL

Shareholding in the Company including shareholding as beneficial owner (as on July 30, 2026): NIL

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board Meetings attended during FY 2025-26: Shri Sanjay Kumar Singh was appointed on the Board of NHPC Limited as Additional Director & Director (Projects) w.e.f. July 24, 2024. His appointment as Director (Projects) was regularized in the Annual General Meeting held on August 28, 2024. Details pertaining to number of Board Meetings attended is provided in the Report on Corporate Governance, which forms part of the Annual Report for FY 2025-26.

C. Shri Diwakar Nath Misra, Government Nominee Director (DIN: 07464700)

Shri Diwakar Nath Misra is a distinguished Indian Administrative Service (IAS) officer of the 2000 batch from the Assam-Meghalaya cadre and is presently serving as Additional Secretary, Ministry of Power, Government of India.

With over two decades of distinguished public service, Shri Misra has extensive experience in public administration, policy formulation and institutional governance across critical sectors including Power, Finance, Commerce & Industry, Petroleum & Natural Gas and Defence. His senior leadership roles in the Government of India, complemented by his experience in grassroots administration in Assam, has equipped him with a strong understanding of governance and policy-making.

As Additional Secretary, Ministry of Finance, Government of India, Shri Misra represented India at the Financial Action Task Force (FATF), articulating India's stance and strategic priorities in the evolving framework of global financial governance. As Joint Secretary in the Ministry of Commerce & Industry, he spearheaded transformative policy and institutional reforms that strengthened India's agricultural exports ecosystem, enabling exports to cross the USD 1 billion milestone for the first time. As Joint Secretary, Ministry of Petroleum & Natural Gas, he played a pivotal role in shaping and implementing key policy frameworks for the upstream hydrocarbon sector, including the Hydrocarbon Exploration and Licensing Policy (HELP) and the Open Acreage Licensing Policy (OALP), thereby facilitating greater exploration and development of India's oil and gas resources and contributing towards the country's pursuit of self-reliance in the sector. He also represented on the Boards of Oil India Limited, Mangalore Refinery & Petrochemicals Limited and Indian Strategic Petroleum Reserves Limited.

Shri Misra is member of Audit Committee and Nomination & Remuneration Committee in NHPC Limited.

<u>Date of Birth and Age</u>: July 31, 1974 (52 years)

<u>Nature of Expertise in specific functional areas</u>: Shri Diwakar Nath Misra is graduate in hindi and post-graduate in philosophy. Shri Misra's extensive experience in policy formulation, Board-level governance and understanding of the energy ecosystem will enable NHPC to leverage strategic and institutional expertise, further strengthening its position as a leading power sector enterprise.

<u>Disclosure of relationships between Directors inter-se</u>: There is no inter-se relationship between directors.

<u>Other Companies, including Listed Entities in which Shri Misra holds directorship and membership of Committees of the Board</u>:

1. SJVN Limited-Nominee Director and membership in following committees of SJVN Limited
   a. Audit Committee- Member
   b. Nomination & Remuneration Committee- Member

<u>Listed Entities from which Shri Misra has resigned in the past three years</u>: Nil, however, in past he ceased to be Director in following non-listed Companies

1. Goods and Services Tax Network

<u>Shareholding in the Company including shareholding as beneficial owner (as on July 30, 2026)</u>: Nil

<u>Key terms and conditions of Appointment</u>: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

<u>Date of first appointment to the Board and number of Board Meetings attended during FY 2025-26</u>: Shri Diwakar Nath Misra was appointed on the Board of NHPC Limited as Government Nominee Director w.e.f. May 14, 2026. In FY 2025-26, he did not attend any meetings, as his appointment was effective from May 14, 2026.

D. Shri Mahesh Kumar Sharma, Director (Finance) (DIN: 11306355)

Shri Mahesh Kumar Sharma has assumed charge of Director (Finance) on 17th October, 2025. He serves as Chief Financial Officer of the Company. Shri Sharma also held the additional charge of Director (Personnel), NHPC w.e.f. June 11, 2026 to July 29, 2026. Prior to his appointment as Director (Finance), NHPC Ltd., he has served as Finance Head of Commercial Division of NHPC and Chief Financial Officer of NHPC Renewable Energy Ltd. (A wholly owned subsidiary of NHPC).

Shri Mahesh Kumar Sharma began his career in NHPC as an Accounts Officer from July'2000. His journey with NHPC started at Corporate Office, Faridabad, where he was part of Treasury management Team and was a core member of Initial Public offer implementation team till the listing of the company in Indian bourses. He has served Regional Office, Banikhet and subsequently Dhauliganga Power Station where he played a very active role in large scale restoration works of Dhauliganga Power Station caused by the flash floods of Uttarakhand in the year 2013, successfully completed the challenging task of accounting for restoration works, capitalisation of new assets, closure of contracts, insurance claim settlement etc. Thereafter, he served as Head of Finance at Pakaldul HE Project, along with the additional charge of Finance Division of two projects under survey & investigation namely Kiru HEP and Kwar HEP under Chenab Valley Power Projects Limited (a Joint Venture of NHPC and JKSPDC). At Pakaldul Project, he handled Major Contracts (Civil and E&M) for construction of Dam and Power House which were awarded during his tenure at the project. Played a crucial role in implementing proper control systems for accounting of assets, employees and contractors' payments in a non-ERP environment. Played an important role in resolving contractual issues and working out impact of GST on previously awarded contracts post implementation of GST Act in J&K.

Shri Sharma is member of Stakeholders' Relationship Committee, Committee of Directors on Corporate Social Responsibility (CSR) & Sustainability and Risk Management Committee in NHPC Limited.

Date of Birth and Age: March 31, 1971 (55 years)

Nature of Expertise in specific functional areas: Shri Sharma is fellow Member of the Institute of Chartered Accountants of India (ICAI) with over 30 years of post qualification experience. He also holds a Diploma in Information Systems Audit (DISA) from ICAI, securing All India 3rd Rank.

He has distinguished professional career spanning more than 26 years in NHPC, he has acquired extensive expertise across the core domains of Finance, Corporate Accounts, Treasury, Commercial and Contracts. His wide-ranging experience covers not only the Financial Management of large-scale infrastructure projects but also a deep and practical understanding of Tariff and Regulatory frameworks, which are crucial in the planning, development, and operation of hydroelectric power projects.

Disclosure of relationships between Directors inter-se: There is no inter-se relationship between directors.

Other Companies, including Listed Entities in which Shri Sharma holds directorship and membership of Committees of the Board:

1. NHPC Renewable Energy Limited: Nominee Director
2. National Power Training Institute (NPTI): Director (Finance)

Listed Entities from which Shri Sharma has resigned in the past three years: NIL.

Shareholding in the Company including shareholding as beneficial owner (as on July 30, 2026): 1,000 equity shares

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board Meetings attended during FY 2025-26: Shri Mahesh Kumar Sharma was appointed on the Board of NHPC Limited as Additional Director and Director (Finance) w.e.f. October 17, 2025. Details pertaining to number of Board Meetings attended are provided in the Report on Corporate Governance, which forms part of the Annual Report for financial year 2025-26.

E. Dr. Bernadette Lyngdoh, Independent Director (DIN: 11836182)

Dr. Bernadette Lyngdoh is an accomplished human resources and corporate affairs professional with over two decades of experience spanning corporate leadership, academia, and organizational development. She currently serves as the Head – HR & Corporate Affairs at Caliche, where she leads the organization's human capital strategy, corporate governance support, stakeholder engagement, and people development initiatives.

Throughout her career, Dr. Lyngdoh has worked across industry and academic environments, contributing to leadership development, institutional growth, employee engagement, and corporate communication. She is passionate about building inclusive workplaces, strengthening organizational culture, and fostering collaboration that supports innovation and sustainable growth.

Known for her people-centric leadership approach, Dr. Lyngdoh combines strategic vision with practical experience to help organizations develop resilient teams, enhance governance practices, and achieve long-term organizational excellence

Dr. Lyngdoh is Chairperson of Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee and Committee of Directors on Corporate Social Responsibility (CSR) & Sustainability in NHPC Limited.

Date of Birth and Age: September 09, 1976 (49 years)

Nature of Expertise in specific functional areas: Dr. Lyngdoh holds a doctoral qualification from The English and Foreign Languages University (EFLU), Hyderabad, with academic work focused on communicative skills in the customer service industry and the international marketplace. Her academic foundation has enabled her to integrate strategic communication, leadership development, and organizational effectiveness into her professional practice.

Disclosure of relationships between Directors inter-se: There is no inter-se relationship between directors.

Other Companies, including Listed Entities in which Dr. Lyngdoh holds directorship and membership of Committees of the Board: Nil

Listed Entities from which Dr. Lyngdoh has resigned in the past three years: Nil

Shareholding in the Company including shareholding as beneficial owner (as on July 30, 2026): Nil

Skill and Capabilities: As mentioned above.

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board Meetings attended during FY 2025-26: Dr. Lyngdoh was appointed on the Board of NHPC Limited w.e.f. July 24, 2026. In FY 2025-26, she did not attend any meetings, as her appointment was effective from July 24, 2026.

F. Shri Paresh Rasiklal Ranpara, Director (Personnel) (DIN: 10183476)

Shri Paresh Ranpara is a seasoned HR leader with rich and diverse experience across the power sector, having served in both State and Central Public Sector Undertakings. His professional journey spans organizations ranging from approximately 600 employees to enterprises with workforces exceeding 60,000, giving him wide exposure to varied organizational scales, complexities, and people management environments. Having worked from the grassroots level to Board-level leadership, he brings deep insight into organizational dynamics, transformation, and strategic human resource management.

During his tenure with Gujarat power sector utilities such as MGVCL and GUVNL, he successfully led large-scale recruitment initiatives to meet growing business requirements. Recognizing the rapidly evolving energy landscape and increasing renewable energy penetration, he played a key role in establishing dedicated verticals for energy transition and load forecasting. He also drove strategic manpower deployment initiatives and championed upskilling and reskilling programmes across group companies to align workforce capabilities with future business needs.

In May 2023, after a long and successful tenure in State PSUs, he joined Grid Controller of India Limited (Grid-India), a Schedule 'A' Central Public Sector Enterprise, at the Board level as Director (HR). He quickly adapted to this strategic leadership role and contributed significantly to HR policy reforms aligned with Grid-India's evolving mandate.

He placed strategic emphasis on Learning & Development by building partnerships with reputed institutions and strengthening capability-building frameworks. To ensure long-term leadership continuity, he successfully implemented succession planning initiatives anchored in competency frameworks. In addition, he has explored and advanced opportunities for international consulting assignments in capacity building.

Shri Ranpara is member of Stakeholders' Relationship Committee and Committee of Directors on Corporate Social Responsibility (CSR) & Sustainability in NHPC Limited.

Date of Birth and Age: August 24, 1971 (54 years)

Nature of Expertise in specific functional areas: Shri Ranpara is MSW from Maharaja Sayajirao University and BBA from Sardar Patel University.

Shri Ranpara has been deeply involved in employee engagement and organizational development, introducing sustainable and meaningful employee engagement initiatives. He has also worked closely with group companies on HR policy formulation and harmonization, ensuring consistency while supporting business priorities.

Disclosure of relationships between Directors inter-se: There is no inter-se relationship between directors.

Other Companies, including Listed Entities in which Shri Ranpara holds directorship and membership of Committees of the Board: NIL

Listed Entities from which Shri Ranpara has resigned in the past three years: Nil, however, in past he ceased to be Director (Human Resources) from the Board of Grid Controller of India Limited due to order of Govt. of India, to appoint him as Director (Personnel), NHPC Limited.

Shareholding in the Company including shareholding as beneficial owner (as on July 30, 2026): Nil

Key terms and conditions of Appointment: As decided by appointing authority i.e. President of India acting through Ministry of Power, Government of India.

Date of first appointment to the Board and number of Board Meetings attended during FY 2025-26: Shri Paresh Rasiklal Ranpara was appointed on the Board of NHPC Limited as Additional Director and Director (Personnel) w.e.f. July 30, 2026. In FY 2025-26, he did not attend any meetings, as his appointment was effective from July 30, 2026.

Note: *The details of directorship and membership of Board level committees in other companies of Directors seeking appointment/re-appointment at the AGM, has been taken as on July 30, 2026.*

! ATTENTION !

SPECIAL WINDOW FOR TRANSFER AND DEMATERIALISATION OF PHYSICAL SHARES

Please note that pursuant to SEBI circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30.01.2026 (SEBI Circular), a special window for re-lodgement of transfer deeds of physical securities of NHPC Limited which were sold/ purchased prior to April 01, 2019, will remain open from 05.02.2026 to 04.02.2027.

The special window will be available for transfer deed(s) executed before April 01, 2019, as per the below matrix:

Lodged for transfer before April 01, 2019?	Original Security Certificate Available?	Eligible to lodge in the current window?
No (it is fresh lodgement)	Yes	✓
Yes (it was rejected/ returned earlier)	Yes	✓
Yes	No	×
No	No	×

Note:

1. Request(s) which are accompanied by original share certificate(s) alongwith transfer deed(s) and other supporting documents will only be considered under the special window.
2. The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of 01 year from the date of registration of transfer.

Investors who wish to avail the facility under the special window may submit their requests along with documents specified in SEBI Circular to Registrar and Share Transfer Agent (RTA) of the Company at M/s KFin Technologies Limited (Unit: NHPC Limited), Selenium Building, Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana- 500032. For further details, investors may refer the aforesaid circular at https://www.sebi.gov.in/legal/circulars/jan-2026/ease-of-doing-investment-special-window-for-transfer-and-dematerialisation-of-physical-securities_99411.html

Annexure-1

DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Date:

To,

NHPC Limited

NHPC Office Complex, Sector 33, Faridabad, Haryana - 121003

Email: investorcell@nhpc.nic.in

Subject: Declaration for eligibility to claim benefit under Double Taxation Avoidance Agreement between Government of India and Government of __________<country of tax residency> ("DTAA/Treaty"), as modified by Multilateral Instrument ("MLI"), if applicable

With reference to above, I/We wish to declare as below:

1. I / We, ………. <Full name of the shareholder>, having permanent account number (PAN)………………… <mention PAN>, and holding……………<mention number of shares held> number of shares of NHPC Limited ("the Company") under demat account number/ folio number …………………… as on the record date, am / are a tax resident of………………...……. <country name> in terms of Article………..<mention relevant Article number of the DTAA> of the DTAA as modified by MLI (if applicable) and do not qualify as a 'resident' of India under Section 6 of the Indian Income-Tax Act, 2025 ("the IT Act"). A copy of the valid tax residency certificate for………..<period>, along with Form 41 which is valid as on the Record Date, is attached herewith.
2. I/We am/are and will continue to remain a tax resident of……………………<country name> during the relevant Financial Year.
3. I/We am/are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim Treaty rate.
5. I/We do not have a Permanent Establishment ("PE") in India in terms of Article………<mention relevant Article number of the DTAA> of the DTAA as modified by MLI (if applicable) or a fixed base in India and the amounts paid/payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.
6. I/We do not have a PE in a third country and the amounts paid/payable to me/us, in any case, is/are not attributable to a PE in third jurisdiction, if any, which may have got constituted otherwise.
7. I/We do not have a Business Connection in India according to the provision of Section 9(1)(i) of the IT Act and the amounts paid/ payable to me/us, in any case, are not attributable to business operations, if any, carried out in India.
8. I/We confirm that the main purpose or the principal purpose of arranging my affairs/affairs of…………………… <Full name of the shareholder> was not to obtain tax benefits available under the applicable Treaty.
9. Further, our claim for relief under the Treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.

I/We hereby certify that the declarations made above are true and bonafide. I/we hereby certify that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me/us.

I/we will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

For... <Mention the name of the payee>

Authorised Signatory

<Name of the person signing>

<Designation of the person signing>