

41st Annual General Meeting held on Wednesday, 27th September, 2017

Declaration of results of E voting (including Remote e voting) and Poll

As per the provisions of the Companies Act, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 41st Annual General Meeting (AGM) dated 11th August, 2017. The e-voting was open from 09:00 AM on Saturday, 23rd September, 2017 to 05:00 PM on Tuesday, 26th September, 2017.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, at the 41st AGM, voting was conducted by means of e-voting ("remote e voting") and poll at the AGM.

Shri P. C. Jain of M/s. P.C. Jain & Co., Company Secretaries, Faridabad was appointed as Scrutinizer by the Company for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes, received up to 05:00 PM on Tuesday, 26th September, 2017 and poll received till the conclusion of the meeting and submitted his report on 27th September, 2017.

The consolidated results, as per the Scrutinizers' Report dated 27th September, 2017, are as follows:

Resolution No.	Particulars	% of valid votes in Favour	% of valid votes in Against
1.	Resolution No.1: Ordinary Resolution To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended on 31 st March, 2017, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.	99.9954	0.0046
2.	Resolution No.2: Ordinary Resolution To note the payment of interim dividend and declare final dividend for the Financial Year 2016-17.	99.9999	0.0001

3.	Resolution No.3: Ordinary Resolution To appoint a Director in place of Shri Ratish Kumar (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.	99.6909	0.3091
4.	Resolution No.4: Ordinary Resolution To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the Financial Year 2017-18 .	99.3990	0.6010
5.	Resolution No.5: Ordinary Resolution To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18	99.9421	0.0579
6.	Resolution No.6: Ordinary Resolution To appoint Shri Nikhil Kumar Jain (DIN 05332456), as Director (Personnel) of the Company.	96.9877	3.0123
7.	Resolution No.7: Ordinary Resolution To appoint Shri Mahesh Kumar Mittal (DIN 02889021), as Director (Finance) of the Company.	96.9877	3.0123
8.	Resolution No.8: Special Resolution To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs. 2,000 crore through private placement.	99.9999	0.0001
9.	Resolution No.9: Special Resolution To amend Articles of Association of the Company by appending new Article 22A after Article 22 of the existing articles.	99.9999	0.0001

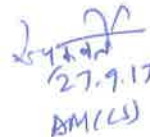
Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Notice of 41st AGM have been duly approved by the shareholders with requisite majority.

For NHPC Limited


(Balraj Joshi)

Chairman and Managing Director
DIN 07449990

Date: 27.09.2017
Place: Faridabad


27.9.17
BM(LS)

27 सितंबर, 2017 (बुधवार) को आयोजित 41वीं वार्षिक आम बैठक

ई-वोटिंग (रिमोट ई-वोटिंग सहित) व मतदान के परिणामों की घोषणा

कंपनी अधिनियम, 2013 के प्रावधानों और भारतीय प्रतिभूति और विनियम बोर्ड (सूचीकरण बाध्यताएं और प्रकटीकरण अपेक्षाएं) विनियम, 2015 के विनियम 44 और भारतीय कंपनी सचिव संस्थान (ICSI) द्वारा जारी किए गए सचिवालय मानकों के अनुसार कंपनी ने 41वीं वार्षिक आम बैठक (AGM) की दिनांक 11 अगस्त, 2017 की सूचना में प्रस्तावों के संबंध में अपने शेयरधारकों को ई-वोटिंग की सुविधा उपलब्ध कराई गई थी। यह वोटिंग शनिवार, 23 सितंबर, 2017 को प्रातः 9:00 बजे से मंगलवार, 26 सितंबर, 2017 को शाम 5:00 बजे तक खुली थी।

कंपनी अधिनियम, 2013 के प्रावधानों एवं कारपोरेट कार्य मंत्रालय (MCA) द्वारा जारी स्पष्टीकरण के अनुसार, आम बैठक में जहां शेयरधारकों को ई-वोटिंग की सुविधा दी गई, वहां हाथ उठाकर वोट करने की अनुमति नहीं दी गई थी। इसलिए 41वीं वार्षिक आम बैठक में ई-वोटिंग ("रिमोट ई-वोटिंग") और मतदान के माध्यम से वोटिंग की गई थी।

कंपनी द्वारा मैसर्स पी.सी. जैन एण्ड कंपनी, Company Secretaries, फरीदाबाद के श्री पी.सी. जैन, को वार्षिक आम बैठक में निष्पक्ष एवं पारदर्शी तरीके से ई-वोटिंग एवं आम बैठक में मतदान आयोजित करवाने के लिए संवीक्षक के तौर पर नियुक्त किया गया था। संवीक्षक ने मंगलवार, 26 सितंबर, 2017, शाम 5:00 बजे तक प्राप्त सभी इलेक्ट्रॉनिक मत और बैठक की समाप्ति तक डाले गए मतों की संवीक्षा की और दिनांक 27 सितंबर, 2017 को अपनी रिपोर्ट प्रस्तुत कर दी है।

दिनांक 27 सितंबर, 2017 की संवीक्षक की रिपोर्ट के अनुसार समेकित परिणाम इस प्रकार हैं :

संकल्प सं.	विवरण	पक्ष में डाले गए वैध मतों का %	विपक्ष में डाले गए वैध मतों का %
1.	संकल्प सं. 1 : सामान्य संकल्प 31 मार्च, 2017 को समाप्त वित्त वर्ष के लिए (समेकित वित्तीय विवरण सहित) कंपनी के लेखापरीक्षित वित्तीय विवरणों के साथ निदेशक मण्डल की रिपोर्ट, लेखापरीक्षकों की रिपोर्ट उन पर भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियों को प्राप्त करना, उन पर विचार करना और उन्हें स्वीकार करना।	99.9954	0.0046
2.	संकल्प सं. 2 : सामान्य संकल्प वित्त वर्ष 2016-17 के लिए अंतरिम लाभांश के भुगतान को नोट करना और अंतिम लाभांश की घोषणा करना।	99.9999	0.0001


3.	संकल्प सं. 3 : सामान्य संकल्प श्री रतीश कुमार (DIN: 06852735), के स्थान पर एक निदेशक की नियुक्ति जो आवर्तन आधार पर सेवानिवृत्त हो रहे हैं और पात्र होने के कारण उन्होंने माननीय राष्ट्रपति की इच्छा पर शेष अवधि हेतु पुनः नियुक्ति की पेशकश की है।	99.6909	0.3091
4.	संकल्प सं. 4 : सामान्य संकल्प कंपनी के निदेशक मंडल को वित्त वर्ष 2017-18 के लिए संयुक्त सांविधिक लेखापरीक्षकों के पारिश्रमिक निर्धारित करने के लिए अधिकृत करना ।	99.3990	0.6010
5.	संकल्प सं. 5 : सामान्य संकल्प वित्त वर्ष 2017-18 के लिए लागत लेखापरीक्षकों के पारिश्रमिक का अनुसमर्थन करना ।	99.9421	0.0579
6.	संकल्प सं. 6: सामान्य संकल्प श्री निखिल कुमार जैन (DIN:05332456), को कंपनी के निदेशक (कार्मिक) के रूप में नियुक्त करना ।	96.9877	3.0123
7.	संकल्प सं. 7 : सामान्य संकल्प श्री महेश कुमार मित्तल (DIN:02889021) को कंपनी के निदेशक (वित्त) के रूप में नियुक्त करना ।	96.9877	3.0123
8.	संकल्प सं. 8 : विशेष संकल्प प्राइवेट प्लेसमेंट के माध्यम से कुल 2,000 करोड़ रूपए तक के प्रतिभूति/अप्रतिभूति, अपरिवर्तनीय डिबेंचर/ बॉण्ड जारी करने पर विचार करना ।	99.9999	0.0001
9.	संकल्प सं. 9 : विशेष संकल्प कंपनी के अंतर्नियम (Articles of Association) में Article 22 A अन्तर्निदिष्ट करके परिवर्तन करना ।	99.9999	0.0001

संवीक्षक की समेकित रिपोर्ट के आधार पर 41वीं वार्षिक आम बैठक(एजीएम) की सूचना में दिए सभी संकल्प अपेक्षित बहुमत से शेयरधारकों द्वारा विधिवत अनुमोदित किए गए हैं ।

दिनांक : 27.09.2017

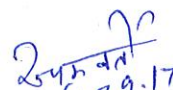
स्थान: फरीदाबाद

कृते एनएचपीसी लिमिटेड


(बलराज जोशी)

अध्यक्ष व प्रबंध निदेशक

DIN: 07449990


27-9-17
BM(CS)



Scrutinizer's Report

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015)

To,
The Chairman
NHPC Limited
(CIN: L40101HR1975GOI032564)
Sector-33, Faridabad,
Haryana-121003

Dear Sir,

1. We, P C Jain & Co, Company Secretaries, having office at 2382, Sector-16, Faridabad-121002 have been appointed by the Board of Directors of **NHPC Limited** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting along with polling process carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended thereof, on the resolutions contained in the Notice of the 41st Annual General Meeting (AGM) of the members of the Company held on Wednesday, the 27th September, 2017 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 41st Annual General Meeting (AGM) of the members of the Company. Our responsibility as a Scrutinizer for the e-voting & Poll process is restricted to make a Scrutiny of the Votes cast "in favour" or "against" the resolutions stated in the notice of Annual General Meeting, based on the reports generated from the e-voting system provided by M/s Karvy Computershare Private Limited (Karvy), at its portal i.e. <https://evoting.karvy.com> the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further, we submit our combined report for e-voting and polling as under:-



Office : 2382, 1st Floor, Sector-16, Faridabad - 121 002 (Delhi NCR)

Phone : 91-129-4043338, +91 9811078338

E-mail : fcspcjain@gmail.com, website : www.cspcjain.com

(Registered Insolvency Professional by IBBI)

Branch Office : New Delhi & Surat (Gujarat)

- i. The e-voting period remained open from Saturday, 23rd September, 2017 (09:00 A.M.) to Tuesday, 26th September, 2017 (05:00 P.M.).
- ii. The members of the Company as on the "cut off" date i.e. 20th September, 2017 were entitled to vote on the resolutions (items No. 1 to 9 as set out in Notice of the 41st AGM of the Company).
- iii. The voting pattern was unblocked on Wednesday, 27th September, 2017 in the presence of 2 witnesses, Ms. Rashi Singla and Ms. Shikha Gupta who are not in the employment of the Company and thereafter list of Equity Shareholders who voted "for" or "against" each of the resolutions that were put to vote, were downloaded Karvy Computershare Private Limited (Karvy) i.e. <http://evoting.karvy.com>. They have signed below in the confirmation of the votes being unlocked in their presence.

Rashi Singla

H.No. 59, Ward No. 5,
Brahman Wala,
Ballabgarh - 121004

Name: Rashi Singla

(Witness)

Shikha Gupta

H.No - 87 Ward No - 8
Bania Wala
Ballabgarh - 121004

Name: SHIKHA GUPTA

(Witness)

- iv. After the time fixed for closing of the poll by the Chairman, two ballot boxes were kept for polling and were locked in our presence with due identification marks placed by us.
- v. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
- vi. The poll papers, which were incomplete and/ or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately. 1(One such) poll paper was treated invalid.
- vii. Soft copy of the list of equity shareholders who voted "For"/"Against" for each resolution have been e-mailed to the Company Secretary.
- viii. A combined report of the poll and e-voting conducted is given below:



Resolution No. 1 – Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2017, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	456	9419565740	482	9419730836
Against	2	290	6	436752	8	437042
Invalid	1	9049	4	3932900	5	3941949

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1331566360	87.0476	1331133297	433063	99.9675	0.0325
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1331566360	87.0476	1331133297	433063	99.9675	0.0325
Public-Non Institutions	E-Voting	1086214961	445029231	40.9706	445025542	3689	99.9992	0.0008
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445194617	40.9858	445190638	3979	99.9991	0.0009
Total	Total	10259320519	9420167878	91.8206	9419730836	437042	99.9954	0.0046



Resolution No. 2 – Ordinary Resolution:

To note the payment of interim dividend and declare final dividend for the financial year 2016-17.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	462	9423007517	488	9423172613
Against	2	290	3	9875	5	10165
Invalid	1	9049	1	918000	2	927049

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1334572860	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334572860	87.2442	1334572860	0	100	0
Public-Non Institutions	E-Voting	1086214961	445037631	40.9714	445027756	9875	99.9978	0.0022
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445203017	40.9866	445192852	10165	99.9977	0.0023
Total	Total	10259320519	9423182778	91.8500	9423172613	10165	99.9999	0.0001



Resolution No. 3 – Ordinary Resolution:

To appoint a Director in place of Shri Ratish Kumar (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	425	9393321453	451	9393486549
Against	2	290	38	29128399	40	29128689
Invalid	1	9049	6	1477740	7	1486789

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334014008	87.2076	1304904960	29109048	97.8179	2.1821
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334014008	87.2076	1304904960	29109048	97.8179	2.1821
Public-Non Institutions	E-Voting	1086214961	445028943	40.9706	445009592	19351	99.9957	0.0043
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445194329	40.9858	445174688	19641	99.9956	0.0044
Total	Total	10259320519	9422615238	91.8444	9393486549	29128689	99.6909	0.3091



Resolution No. 4 – Ordinary Resolution:

To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2017-18.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	415	9366375203	441	9366540299
Against	2	290	48	56633076	50	56633366
Invalid	1	9049	5	918813	6	927862

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1277950063	56622797	95.7572	4.2428
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334572860	87.2442	1277950063	56622797	95.7572	4.2428
Public-Non Institutions	E-Voting	1086214961	445028518	40.9706	445018239	10279	99.9977	0.0023
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445193904	40.9858	445183335	10569	99.9976	0.0024
Total	Total	10259320519	9423173665	91.8499	9366540299	56633366	99.3990	0.6010



Resolution No. 5 – Ordinary Resolution:

To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	437	9417554930	463	9417720026
Against	2	290	25	5453349	27	5453639
Invalid	1	9049	5	918813	6	927862

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1329130970	5441890	99.5922	0.4078
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334572860	87.2442	1329130970	5441890	99.5922	0.4078
Public-Non Institutions	E-Voting	1086214961	445028518	40.9706	445017059	11459	99.9974	0.0026
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445193904	40.9858	445182155	11749	99.9974	0.0026
Total	Total	1025932051 9	9423173665	91.8499	9417720026	5453639	99.9421	0.0579



Resolution No. 6 – Ordinary Resolution:

To appoint Shri Nikhil Kumar Jain (DIN 05332456), as Director (Personnel) of the Company.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	342	9139156283	368	9139321379
Against	2	290	120	283851921	122	283852211
Invalid	1	9049	5	918888	6	927937

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = [(2)/(1)] * 100$	(4)	(5)	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1050737806	283835054	78.7321	21.2679
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334572860	87.2442	1050737806	283835054	78.7321	21.2679
Public-Non Institutions	E-Voting	1086214961	445028443	40.9706	445011576	16867	99.9962	0.0038
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445193829	40.9858	445176672	17157	99.9961	0.0039
Total	Total	10259320519	9423173590	91.8499	9139321379	283852211	96.9877	3.0123



Resolution No. 7 – Ordinary Resolution:

To appoint Shri Mahesh Kumar Mittal (DIN 02889021), as Director (Finance) of the Company.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	341	9139156213	367	9139321309
Against	2	290	122	283852391	124	283852681
Invalid	1	9049	5	918888	6	927937

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		7643406901	100	7643406901	0	100	0	
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1050737806	283835054	78.7321	21.2679	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		1334572860	87.2442	1050737806	283835054	78.7321	21.2679	
Public-Non Institutions	E-Voting	1086214961	445028843	40.9706	445011506	17337	99.9961	0.0039	
	Poll		165386	0.0152	165096	290	99.8247	0.1753	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total		445194229	40.9858	445176602	17627	99.996	0.004	
Total	Total	1025932051	9	9423173990	91.8499	9139321309	283852681	96.9877	3.0123



Resolution No. 8 – Special Resolution:

To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs. 2000 crore through private placement.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	446	9422998895	472	9423163991
Against	2	290	16	9709	18	9999
Invalid	1	9049	5	918888	6	927937

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1334572860	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334572860	87.2442	1334572860	0	100	0
Public-Non Institutions	E-Voting	1086214961	445028843	40.9706	445019134	9709	99.9978	0.0022
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445194229	40.9858	445184230	9999	99.9978	0.0022
Total	Total	10259320519	9423173990	91.8499	9423163991	9999	99.9999	0.0001



Resolution No. 9 – Special Resolution:

To amend Articles of Association of the Company by appending new Article 22A after Article 22 of the existing articles.

	Voting at AGM		E-Voting		Total	
	Number of shareholders	Total Votes	Number of shareholders	Total Votes	Number of shareholders	Total Votes
Favour	26	165096	444	9423000109	470	9423165205
Against	2	290	20	8595	22	8885
Invalid	1	9049	5	918788	6	927837

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	7643406901	7643406901	100.0000	7643406901	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7643406901	100	7643406901	0	100	0
Public-Institutions	E-Voting	1529698657	1334572860	87.2442	1334572860	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1334572860	87.2442	1334572860	0	100	0
Public-Non Institutions	E-Voting	1086214961	445028943	40.9706	445020348	8595	99.9981	0.0019
	Poll		165386	0.0152	165096	290	99.8247	0.1753
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		445194329	40.9858	445185444	8885	99.998	0.002
Total	Total	10259320519	9423174090	91.8499	9423165205	8885	99.9999	0.0001



Conclusion:

Item: 1 Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2017, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 2 Ordinary Resolution: To note the payment of interim dividend and declare final dividend for the financial year 2016-17.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 3 Ordinary Resolution: To appoint a Director in place of Shri Ratish Kumar (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 4 Ordinary Resolution: To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2017-18.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.



Item: 5 Ordinary Resolution: To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 6 Ordinary Resolution: To appoint Shri Nikhil Kumar Jain (DIN 05332456), as Director (Personnel) of the Company.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 7 Ordinary Resolution: To appoint Shri Mahesh Kumar Mittal (DIN 02889021), as Director (Finance) of the Company.

Since the number of votes cast by the members in favor of resolution is more than the number of votes cast against the resolution, therefore, the proposed Ordinary Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 8 Special Resolution: To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs. 2000 crore through private placement.

Since the number of votes cast by the members in favor of resolution is more than three-fourth of the total number of votes, therefore, the proposed Special Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

Item: 9 Special Resolution: To amend Articles of Association of the Company by appending new Article 22A after Article 22 of the existing articles.

Since the number of votes cast by the members in favor of resolution is more than three-fourth of the total number of votes, therefore, the proposed Special



Resolution as contained in the Notice dated 11th August, 2017 may be declared as passed by requisite majority.

The results and all other relevant records/papers relating to e-voting and poll handed over to Shri Vijay Gupta (Company Secretary) for safe custody.

Thanking you,

Yours Sincerely

For P C JAIN & Co.
(FRN: P2016HR051300)
Company Secretaries



A handwritten signature in blue ink, appearing to be "P.C. Jain".

(P.C. Jain)
CP No. 3349
M.No. F-4103

Date: 27.09.2017
Place: Faridabad

Countersigned By:
For NHPC Limited

A handwritten signature in blue ink, appearing to be "Balraj Joshi".

(Balraj Joshi)
Chairman and Managing Director
DIN: 07449990