



**एनएचपीसी लिमिटेड**  
(भारत सरकार का उद्यम)

**NHPC Limited**  
(A Government of India Enterprise)

संदर्भ सं./Ref. No. NH/CS/199

फोन/Phone : \_\_\_\_\_

दिनांक/Date : 11.01.2016

**M/s National Stock Exchange of India Limited,**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra,  
East Mumbai-400051

**Sub: Quarterly report under Regulation 27(2) and 31(1)(b) of the SEBI  
(Listing Obligations and Disclosure Requirements), Regulation 2015.**

**Scrip code: NHPC EQ**

Sirs,

Please find enclosed herewith information in respect of Corporate Governance Report and Shareholding Pattern as per Regulation 27(2) and 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 in respect of NHPC Limited for the quarter ended on 31<sup>st</sup> December, 2015.

You are requested to kindly take the information on records.

Thanking you,

Yours faithfully,

(Vijay Gupta)

Company Secretary

**Encl: As above**

**Format to be submitted by listed entity on quarterly basis**

<b>1. Name of Listed Entity</b>		NHPC LIMITED						
<b>2. Quarter ending</b>		31st December, 2015						
<b>I. Composition of Board of Directors</b>								
Title	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	K.M. Singh	ALCPS9164L & 02223301	Chairperson/Executive	23/09/2015	Till conclusion of next Annual General Meeting	1) NHPC Ltd	Nil	Nil
Mr.	D.P. Bhargava	AFAPB2083F & 01277269	Executive	26/03/2009	At Pleasure of President of India	1) PTC India Ltd 2) NHPC LTD	Nil	Nil
Mr.	R.S. Mina	AAAPM4359C & 00149956	Executive	28/04/2009	At Pleasure of President of India	1) NHPC Ltd	Nil	Nil
Mr.	Jayant Kumar	AEMPK2203B & 03010235	Executive	26/05/2015	At Pleasure of President of India	1) NHPC Ltd	1) NHPC Ltd- Stakeholder Relationship Committee	Nil
Mr.	Aniruddha Kumar	AAGPK9123Q & 07325440	Nominee	28/10/2015	At Pleasure of President of India	1) SJVN Ltd 2) NHPC Ltd	1) SJVN Ltd- Audit Committee 2) NHPC Ltd- Audit Committee	Nil
Ms.	Krishna Tyagi	AACPT4463E & 07230978	Nominee	08/07/2015	At Pleasure of President of India	1) NHPC Ltd	Nil	Nil
Mr.	Satya Prakash Mangal	AADPA2375D & 01052952	Non-Executive/Independent	26/11/2015	Till conclusion of next Annual General Meeting	1) Raunaq EPC International Ltd 2) NHPC Ltd	1) Raunaq EPC International Ltd- Audit Committee 2) NHPC Ltd- Audit Committee 3) NHPC Ltd-Stakeholder	Nil
Mr.	Farooq Khan	ATLPK5787G & 07348921	Non-Executive/Independent	26/11/2015	Till conclusion of next Annual General Meeting	1) NHPC Ltd	1) NHPC Ltd- Audit Committee	Nil
Ms.	Prof. Kanika Tandon Bhal	AAAPB0798E & 06944916	Non-Executive/Independent	26/11/2015	Till conclusion of next Annual General Meeting	1) IL&FS Engineering and Construction Company Ltd 2) NHPC Ltd	1) NHPC Ltd- Stakeholder Relationship Committee	Nil
Mr.	Prof. Arun Kumar	AAYPK3171A & 07346292	Non-Executive/Independent	26/11/2015	Till conclusion of next Annual General Meeting	1) NHPC Ltd	Nil	Nil
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	1. Shri Satya Prakash Mangal	Non-Executive/Independent
	2. Shri Farooq Khan	Non-Executive/Independent
	3. Shri Aniruddha Kumar	Nominee
2. Nomination & Remuneration Committee	1. Prof. Kanika Tandon Bhal	Non-Executive/Independent
	2. Smt. Krishna Tyagi	Nominee
	3. Prof. Arun Kumar	Non-Executive/Independent
3. Risk Management Committee(if applicable)	1. Shri Satya Prakash Mangal	Non-Executive/Independent
	2. Shri. DP Bhargava	Executive
	3. Prof. Arun Kumar	Non-Executive/Independent
	4. Prof. Kanika Tandon Bhal	Non-Executive-Independent
4. Stakeholders Relationship Committee	1. Shri. Satya Prakash Mangal	Non-Executive/Independent
	2. Prof. Kanika Tandon Bhal	Non-Executive/Independent
	3. Shri Jayant Kumar	Executive

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
29th July, 2015	12th October, 2015	53 Days*
21st September, 2015	9th November, 2015	31 Days&
	11th December, 2015	

\* Maximum gap between any two consecutive in respect of previous quarter.

& Maximum gap between any two consecutive in respect of relevant (current) quarter.

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 9th November, 2015	Yes	29th July, 2015	102
Stakeholders Relationship Committee NIL	NA	14th July, 2015	NA
Nomination & Remuneration Committee NIL	NA	NA	NA
Risk Management Committee 23rd October, 2015	Yes	24th July, 2015	90

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. NHPC Ltd is CPSE Company and as per Article 34 of the Article of Association of the Company, the power to appoint Directors(Including Independent Directors) on the Board of the Company is vested in the President of India. The matter is regularly pursued with the administrative Ministry i.e. Ministry of Power.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 came into effect from 01.12.2015. Accordingly, report of the previous quarter was in accordance with Listing Agreement. The present report will be placed in the forthcoming meeting of the Board of Directors. Comments, if any of the Board will be intimated in the report of next quarter.

#### Name & Designation

  
(Vijay Gupta)  
Company Secretary

#### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Format of Holding of Specified securities**

1. Name of Listed Entity: NHPC LIMITED
2. Scrip Code/Name of Scrip/Class of Security: 533098
3. Share Holding Pattern Filed under: Reg.31(1)(b)
  - a. if under 31(1)(b) then indicate the report for quarter ending
  - b. if under 31(1)(c) then indicate date of allotment/extinguishment
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NO
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NO
d	Whethere the Listed Entity has any shares in locked-in?		NO
e	Whethere any shares held by promoters are pledge or otherwise encumbered?		NO

\*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of ddissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

- 5 The tabular format for disclosure of holding of specified securities is as follows:



Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held	Shareholding as a % of total no of shares	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total							
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	9516209722	0	0	9516209722	85.96	9516209722	0	9516209722	85.96	0	0	0.00	0	0.00	9516209722
(B)	Public	909609	1554458774	0	0	1554458774	14.04	1554458774	0	1554458774	14.04	0	0	0.00	NA	NA	1554295681
(C)	Non Promoter-Non Public																
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0.00	NA	NA	0
	Total:	909610	11070668496	0	0	11070668496	100.00	11070668496	0	11070668496	100.00	0	0	0.00	0	0.00	11070505403





Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)		No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total							
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0
(b)	Central Government/State Government(s)		1	9516209722	0	0	9516209722	85.96	9516209722	0	9516209722	85.96	0	85.96	0	0.00	0	0.00
	PRESIDENT OF INDIA	EXEMPTCATG	1	9516209722	0	0	9516209722	85.96	9516209722	0	9516209722	85.96	0	85.96	0	0.00	0	0.00
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
(d)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
	<b>Sub-Total (A)(1)</b>		<b>1</b>	<b>9516209722</b>	<b>0</b>	<b>0</b>	<b>9516209722</b>	<b>85.96</b>	<b>9516209722</b>	<b>0</b>	<b>9516209722</b>	<b>85.96</b>	<b>0</b>	<b>85.96</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00
	<b>Sub-Total (A)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>		<b>1</b>	<b>9516209722</b>	<b>0</b>	<b>0</b>	<b>9516209722</b>	<b>85.96</b>	<b>9516209722</b>	<b>0</b>	<b>9516209722</b>	<b>85.96</b>	<b>0</b>	<b>85.96</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Institutions																		
(a)	Mutual Funds		16	13081350	0	0	13081350	0.12	13081350	0	13081350	0.12	0	0.12	0	0.00	NA	NA	13081350
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors		110	250432067	0	0	250432067	2.26	250432067	0	250432067	2.26	0	2.26	0	0.00	NA	NA	250432067
(f)	Financial Institutions/Banks		22	91486878	0	0	91486878	0.83	91486878	0	91486878	0.83	0	0.83	0	0.00	NA	NA	91486878
(g)	Insurance Companies		31	389380953	0	0	389380953	3.52	389380953	0	389380953	3.52	0	3.52	0	0.00	NA	NA	389380953
	LIC OF INDIA CHILD FORTUNE PLUS BALANCED FUND	AAACLO582H	26	380556307	0	0	380556307	3.44	380556307	0	380556307	3.44	0	3.44	0	0.00	NA	NA	380556307
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other																		
	FOREIGN NATIONALS		2	1800	0	0	1800	0.00	1800	0	1800	0.00	0	0.00	0	0.00	NA	NA	1800
	OVERSEAS CORPORATE BODIES		1	175	0	0	175	0.00	175	0	175	0.00	0	0.00	0	0.00	NA	NA	175
	Sub Total (B)(1)		182	744383223	0	0	744383223	6.72	744383223	0	744383223	6.72	0	6.72	0	0.00	NA	NA	744383223
(2)	Central Government/State Government(s) /President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(3)	Non-Institutions																		
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs		899437	588183565	0	0	588183565	5.31	588183565	0	588183565	5.31	0	5.31		0.00	NA	NA	588028047
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		1978	123791303	0	0	123791303	1.12	123791303	0	123791303	1.12	0	1.12		0.00	NA	NA	123791303
(b)	NBFCs Registered with RBI		22	659217	0	0	659217	0.01	659217	0	659217	0.01	0	0.01	0	0.00	NA	NA	659217
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs) (Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other)																		
	CLEARING MEMBERS		312	2244592	0	0	2244592	0.02	2244592	0	2244592	0.02	0	0.02	0	0.00	NA	NA	2244592
	BODIES CORPORATES		2850	76831217	0	0	76831217	0.69	76831217	0	76831217	0.69	0	0.69	0	0.00	NA	NA	76831217
	NON RESIDENT INDIANS		4767	15539997	0	0	15539997	0.14	15539997	0	15539997	0.14	0	0.14	0	0.00	NA	NA	15532422
	TRUSTS --		61	2825660	0	0	2825660	0.03	2825660	0	2825660	0.03	0	0.03	0	0.00	NA-	NA	2825660
	Sub Total (B)(3)		909427	810075551	0	0	810075551	7.32	810075551	0	810075551	7.32	0	7.32	0	0.00			809912458
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		909609	1554458774	0	0	1554458774	14.04	1554458774	0	1554458774	14.04	0	14.04	0	0.00			1554295681



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
														No.	As a % of total Shares held	No.	As a % of total Shares held		
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			0

