



## NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121 003

CIN: L40101HR1975GOI032564

Tel No: 0129-2588110

Website: www.nhpcindia.com

Fax No: 0129-2277941

Email ID: webmaster@nhpc.nic.in

### NOTICE

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the members of NHPC Limited will be held on **Wednesday, the 27<sup>th</sup> September, 2017 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003** to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
2. To note the payment of interim dividend and declare final dividend for the Financial Year 2016-17.
3. 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.
4. To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the Financial Year 2017-18 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 2017-18.

**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 the above resolution."

#### SPECIAL BUSINESS:

5. **To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18 and if thought fit, to pass, the following resolutions as Ordinary Resolutions:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 read with applicable 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 remuneration to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2017-18, be and is hereby ratified as under:

- (a) ₹ 75000/- per power station (excluding taxes, duties and TA/DA)
- (b) ₹ 75000/- plus taxes & duties for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in form CRA-3.



**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 the above resolution."

**6. To appoint Shri Nikhil Kumar Jain (DIN 05332456), as Director (Personnel) of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Nikhil Kumar Jain (DIN: 05332456), who was appointed as Director (Personnel) of the Company by the President of India and subsequently appointed as an Additional Director by the Board of Directors with effect from 7<sup>th</sup> February, 2017 to hold office until the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Personnel) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

**7. To appoint Shri Mahesh Kumar Mittal (DIN 02889021), as Director (Finance) of the Company and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Mahesh Kumar Mittal (DIN 02889021), who was appointed as Director (Finance) of the Company by the President of India and subsequently appointed as an Additional Director by the Board of Directors with effect from 1<sup>st</sup> March, 2017 to hold office until the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India."

**8. To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to ₹ 2,000 crore through private placement and if thought fit, to pass, the following resolutions as a Special Resolution:**

**"RESOLVED THAT** pursuant to Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules and any other applicable statutory provisions, the Board of Directors of the Company be and is hereby authorized to make offer(s) or invitation(s) to subscribe to the secured / unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures / bonds, in one or more series / tranches, aggregating up to ₹ 2,000 crore (Rupees Two Thousand crore), through private placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the Financial Year 2018-19 whichever is earlier, in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary.”

**9. To consider and, if thought fit, to pass the following resolution as special resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment, modification or suppression thereof, the Articles of Association of the Company be and is hereby amended by appending new Article 22A after Article 22 of the existing articles, as per details given below:

Article 22A	The Board shall have power to carry out consolidation and re-issuance of its debt securities issued through private placement after compliance of necessary conditions, if any, prescribed under the Act or by regulatory authorities including SEBI, RBI, etc.
-------------	---

By the order of the Board of Directors

**(Vijay Gupta)**  
Company Secretary

Date: 11<sup>th</sup> August, 2017

Regd Office:

NHPC Office Complex,

Sector-33, Faridabad-121 003, Haryana

CIN: L40101HR1975GOI032564



**NOTES:**

1. The register of members and share transfer books of the company will remain closed from **Friday, 15<sup>th</sup> September, 2017 to Wednesday, 27<sup>th</sup> September, 2017** (both days inclusive).

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is attached herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable. However, a proxy shall not have right to speak on any business item in the meeting.

3. The relevant provisions of Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses. Accordingly, Notice, Audited Financial Statements, Board's Report and Auditors' Report etc. is being sent in electronic form to the shareholders whose registered e-mail IDs are available with the Company/Registrar and Share Transfer Agent (R&TA). These documents will also be available on the website of the Company [www.nhpcindia.com](http://www.nhpcindia.com). Printed copies of the Notice of Annual General Meeting and Annual Report for the year ended 31<sup>st</sup> March, 2017 would be dispatched to those Members, whose Depository Participant accounts do not contain the details of their email address. The physical copies of the relevant documents including audited financial statements of the subsidiary companies will be available at the Company's registered office at Faridabad for inspection between 11:00 A.M. to 1:00 P.M. on working days (barring Saturday and Sunday) prior to the Annual General Meeting.
4. Member(s) can opt for only one mode of voting i.e. either physical voting at the Annual General Meeting or voting through electronic means. A member, who has voted through e-voting mechanism, is not debarred from participating in the Annual General Meeting. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
5. In accordance to provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17<sup>th</sup> June, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
6. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
7. The Board of Directors in their meeting held on 30<sup>th</sup> May, 2017 has recommended a final dividend @1% (₹ 0.10 per equity share) on the paid up equity share capital of the Company for the Financial Year 2016-17, excluding interim dividend @17% (₹ 1.70 per equity share) paid in January, 2017. The final dividend on equity shares, as recommended by the Board of Directors and subject to the provisions of the Companies Act, 2013, if declared at the Annual General Meeting will be paid on or after 3<sup>rd</sup> October, 2017, to the members or their mandates whose names appear in the Register of Member of the Company after giving effect to all valid share transfer requests lodged with the Company or M/s. Karvy Computershare Private Limited, R&TA, on or before 14<sup>th</sup> September, 2017, in respect of physical shares. In respect of dematerialized shares, the final dividend shall be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of business hours on 14<sup>th</sup> September, 2017.
8. In terms of Section 152 of the Companies Act, 2013, Shri Ratish Kumar, Director (Projects) (DIN: 06852735) is liable to retire by rotation at the meeting and being eligible, offer himself for re-appointment. The tenure of Shri Ratish Kumar as per order of Ministry of Power is up to 31.12.2020. The Board of Directors commends his re-appointment.

Brief resume of directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships, memberships/chairmanships of board committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed hereto.



**9. Members are requested to note that:**

- a. copies of Annual Report will not be distributed at the Annual General Meeting, therefore, bring their copies of Annual Report, notice along with attendance slip duly completed and signed at the meeting.
  - b. deliver duly completed and signed attendance slip at the entrance of the meeting venue, as entry to the hall will be strictly on the basis of entry slip to be provided from the counters at the venue in exchange of attendance slip.
  - c. the attendance slip and proxy form should be signed as per specimen signature registered with M/s Karvy Computershare Private Limited ("Karvy"), R&TA / Depository Participant (DP).
  - d. in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  - e. quote their Folio/Client ID & DP ID No. in all correspondence.
  - f. due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the auditorium/venue.**
  - g. no gifts/coupons will be distributed at the Annual General Meeting.
  - h. entry is restricted to members or registered proxy holders. Accordingly, person(s) other than members are requested to register their proxies before stipulated time.
10. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, details of unpaid and unclaimed amounts lying with the Company are available on the Company's web site link: <http://www.nhpcindia.com/Default.aspx?id=278&lg=eng> and also on the website of Ministry of Corporate Affairs. During the year 2016-17, an amount of ₹ 1,16,64,290 has been transferred to Investor Education and Protection Fund (IEPF), in respect of IPO application money remained unclaimed since August, 2009. Further, during the Financial Year 2017-18, the unpaid and unclaimed dividend amount pertaining to the FY 2009-10 and all shares in respect of which dividend has not been claimed for seven consecutive years or more are due for transfer/transmission by the company to IEPF in accordance with provisions of the Companies Act, 2013 and rules thereto. Shareholders/beneficial owners are requested to submit their claim to R&TA without any delay or they may contact Shri Saroj Kumar Roy, Manager (Finance) & Nodal Officer for IEPF at NHPC Office Complex, 4<sup>th</sup> Floor, Jyoti Sadan, Sector-33, Faridabad, Haryana-121 003 for any query related to IEPF.
11. **Members holding shares in electronic form are requested to update details regarding Bank Account Number, nine digits MICR Number, IFSC Code, Email ID and residential address against their respective depository accounts to facilitate payments and communication, if any. The Company or its RTA i.e. Karvy cannot act on any request received directly from such members. Members holding shares in physical form are requested to advise any change in their address, Email ID or bank mandates immediately to the Company / Karvy.**
12. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Members holding shares in physical form may obtain and send the ECS mandate form to Karvy. Members holding shares in electronic form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those members who have already furnished the ECS mandate form to the Company/R&TA/DP as the case may be, with complete details need not to send it again.
- Members holding shares in physical form who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy to enable them to print these details on the dividend warrants.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send their share certificates to Karvy, for consolidation into a single folio.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
15. Non-Resident Indian members are requested to inform Karvy, 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, IFSC Code and address of the Bank with pin code number, if not furnished earlier.



16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any changes due to demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Members holding shares in physical form and desirous of making a nomination, are requested to submit nomination form in prescribed format to Karvy. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
18. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to Shri Mahesh Kumar Mittal, Director (Finance) (DIN:02889021) or Shri Anuj Kapoor, Chief (Finance) & Chief Investor Relations Officer of the Company, at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
19. Annual listing fee for the year 2017-18 has been paid to all stock exchanges wherein shares of the Company are listed. The Annual Custodian Fee for the year 2017-18 has been paid to the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited.
20. Pursuant to Section 139(5) of the Companies Act, 2013, 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, 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 in terms of Section 142 (1) of the Companies Act, 2013. The C&AG has appointed M/s Ray & Ray, Kolkata, M/s. S.N. Dhawan & Co., LLP, New Delhi and M/s. Arora Vohra & Co., Jammu as Joint Statutory Auditors of the Company for the Financial Year 2017-18. The members of the Company in their 40<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2016 had authorized Board of Directors to fix remuneration of the Joint Statutory Auditors for the Financial Year 2016-17. The Board of Directors in their meeting held on 28<sup>th</sup> February, 2017 had approved a sum of ₹ 55.25 lakhs (₹ 54 lakhs towards Annual Audit Fee and ₹ 1.25 lakh for consolidation of accounts) and fees @23% for each quarter and 30% of annual audit fees respectively for limited review of quarterly account and tax audit. The above fees was exclusive of service tax and other levies and to be shared equally by the Joint Statutory Auditors as remuneration for the Financial Year 2016-17. The members may consider and authorize the Board to fix an appropriate remuneration for Joint Statutory Auditors for the year 2017-18 as may be deemed fit by the Board.
21. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available at the Company's registered office at Faridabad for inspection between 11.00 A.M. to 1.00 P.M. on working days (barring Saturday and Sunday) prior to the Annual General Meeting and at the Meeting.
22. None of the Directors of the Company is in any way related to each other.
23. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – Shri S. Balaji Reddy, Manager, M/s. Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone No. 040-67161571, e-mail: [balaji.reddy@karvy.com](mailto:balaji.reddy@karvy.com).  
Karvy is also the depository interface of the Company with both NSDL and CDSL.
24. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the e-communication registration form and hand over the same along with Attendance Slip at the registration counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report. The e-communication registration form is given in the Annual Report for 2016-17. Even after registering for e-communication, members are entitled to receive such communication in physical form, by requesting to company secretary of the company at [companysecretary@nhpc.nic.in](mailto:companysecretary@nhpc.nic.in) by post free of cost.
25. **A route map to the venue of Annual General Meeting is annexed with this notice. Further pick and drop facility is being provided at NHPC Chowk Metro Station for the convenience of the shareholders.**
26. Information and other instructions relating to e-voting are given with e-voting communication.





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

**Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment of following Cost Auditors to conduct the audit of cost records of the Company at a remuneration of ₹ 75000/- per power station (excluding taxes, duties and TA/DA) for the Financial Year 2017-18:

S. No.	Name of the Firm	Allocation of the power stations including projects to be commissioned during Financial Year 2017-18
1.	Chandra Wadhwa & Co., Delhi*	Chamera-II and Chamera-III
2.	Balwinder & Associates, Mohali Punjab	Dulhasti, Salal and Sewa-II
3.	Sanjay Gupta & Associates, Delhi	Tanakpur, Chutak and Nimmo Bazgo
4.	K.L. Jaisingh & Co., Noida	Chamera-I, Bairasiul and Parbati-III
5.	K.G. Goyal & Associates, Jaipur	Dhauliganga, Wind Power Project, Jaisalmer and Parbati-II**
6.	R.J. Goel & Co., Delhi	Uri-I, Uri-II and Kishanganga**
7.	DGM & Associates, Kolkata	Rangit, Teesta-V and TLDP-III
8.	Niran & Co., Kolkata	Loktak and TLDP-IV

\* M/s. Chandra Wadhwa & Co. has also been appointed as Lead Cost Auditor at a remuneration of ₹ 75000/- (Rupees Seventy Five Thousand only) plus taxes & duties for consolidation and submission of cost audit report.

\*\*Appointment in respect of Kishanganga HE Project and Parbati-II HE Project would be subject to its becoming commercially operative during the Financial Year 2017-18.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, consent of the members is sought through an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2017-18.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 5** of the notice except to the extent of their shareholding in the company.

The Board commends the Ordinary Resolution set out at **Item no. 5** of the notice for approval by the shareholders.

**Item No. 6**

Ministry of Power vide its order no. 9/1/2016-NHPC dated 1<sup>st</sup> February, 2017 appointed Shri Nikhil Kumar Jain (DIN 05332456) to the post of Director (Personnel) of the company for a period of five years from the date of assumption of charge on or after 1<sup>st</sup> February, 2017 or till the date of superannuation, or until further orders, whichever is earlier.

Subsequently, the Board of Directors had confirmed the appointment of Shri Nikhil Kumar Jain as Director (Personnel) of the company as an additional director w.e.f. 7<sup>th</sup> February, 2017 in their 401<sup>st</sup> Board Meeting held on 7<sup>th</sup> February, 2017 in terms of Section 161 of the Companies Act, 2013 till the date of the next Annual General Meeting (AGM).

As the tenure of Shri Nikhil Kumar Jain as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought to confirm his directorship and to appoint him as Director (Personnel) of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Nikhil Kumar Jain along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Shri Nikhil Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except Shri Nikhil Kumar Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 6** of the notice.

The Board commends the Ordinary Resolution set out at **Item No. 6** of the notice for approval by the shareholders.



# NHPC Limited

(A Government of India Enterprise)

## Item No. 7

Ministry of Power vide its order no. 9/2/2016-NHPC dated 28<sup>th</sup> October, 2016 appointed Shri Mahesh Kumar Mittal (DIN 02889021) to the post of Director (Finance) of the company for a period of five years from the date of assumption of charge on or after 1<sup>st</sup> March, 2017 or till the date of superannuation or until further orders, whichever is earlier.

Subsequently, the Board of Directors had confirmed the appointment of Shri Mahesh Kumar Mittal as Director (Finance) of the company as an additional director w.e.f. 1<sup>st</sup> March, 2017 through circular resolution in terms of Section 161 of the Companies Act, 2013 till the date of the next AGM. The Board of Directors of the Company in its meeting held on 17<sup>th</sup> April, 2017 has also appointed Shri Mittal as Chief Financial Officer of the Company.

As the tenure of Shri Mahesh Kumar Mittal as an additional director is due to expire at the AGM pursuant to Section 161(1) of the Companies Act, 2013, approval of shareholders is being sought to confirm his directorship and to appoint him as Director (Finance) of the Company on the terms and conditions determined by the Government of India.

The Company has received a notice in writing from Shri Mahesh Kumar Mittal along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Shri Mahesh Kumar Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the company, other directorships, memberships/chairmanship of committees and other particulars are provided elsewhere which forms part of this notice.

Save and except Shri Mahesh Kumar Mittal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 7** of the notice.

The Board commends the Ordinary Resolution set out at **Item No. 7** of the notice for approval by the shareholders.

## Item No. 8

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Securities) Rules, 2014 provides that in case of an offer or invitation to subscribe for non-convertible debentures/bonds on private placement, the Company shall obtain, once in a year, previous approval of its shareholders by means of a special resolution for all the offers or invitations for such debentures/bonds during the year.

In order to augment long term financial resources, inter alia, the on-going capital expenditure/replacement of high cost debts, the Company may invite subscription for Secured/Unsecured Redeemable Non-Convertible Debentures/Bonds in one or more series/tranches on Private Placement, issuable/redeemable at par at the rate of interest determined by the Board of Directors at the time of issue of such debentures/bonds during the year.

The resolution will enable the Board of Directors of the Company to invite subscription for non-convertible debentures/bonds, as may be required by the Company, from time to time and shall be valid for a period of one year from the date of approval or the date of next Annual General Meeting in the Financial Year 2018-19, whichever is earlier as per the provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 8** of the Notice except to the extent of their shareholding in the company.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the notice.

## Item No. 9

Securities and Exchange Board of India (SEBI) had notified Circular no. CIR/ IMD/ DF-1/ 67/ 2017 dated 30<sup>th</sup> June, 2017 under the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 on Specifications related to International Securities Identification Number (ISINs) for issued Debt Securities. As per the said circular, a maximum of 17 International Securities Identification Numbers (ISINs) shall be allowed to mature in any financial year, in respect of private placement of debt securities. Out of 17 ISINs maturing in a financial year, a maximum of 12 ISINs shall be allowed to mature in a financial year in case of plain vanilla debt securities.

The provisions of the above mentioned circular shall be applicable for debt securities issued in the Financial Year 2017-18 after the date of the circular. As per the said circular, post Financial Year 2017-18, all the ISIN maturing in the same financial year shall be grouped and consolidated together and requires an enabling provision is to be inserted in the Articles of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 9** of the Notice except to the extent of their shareholding in the company.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the notice.





**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

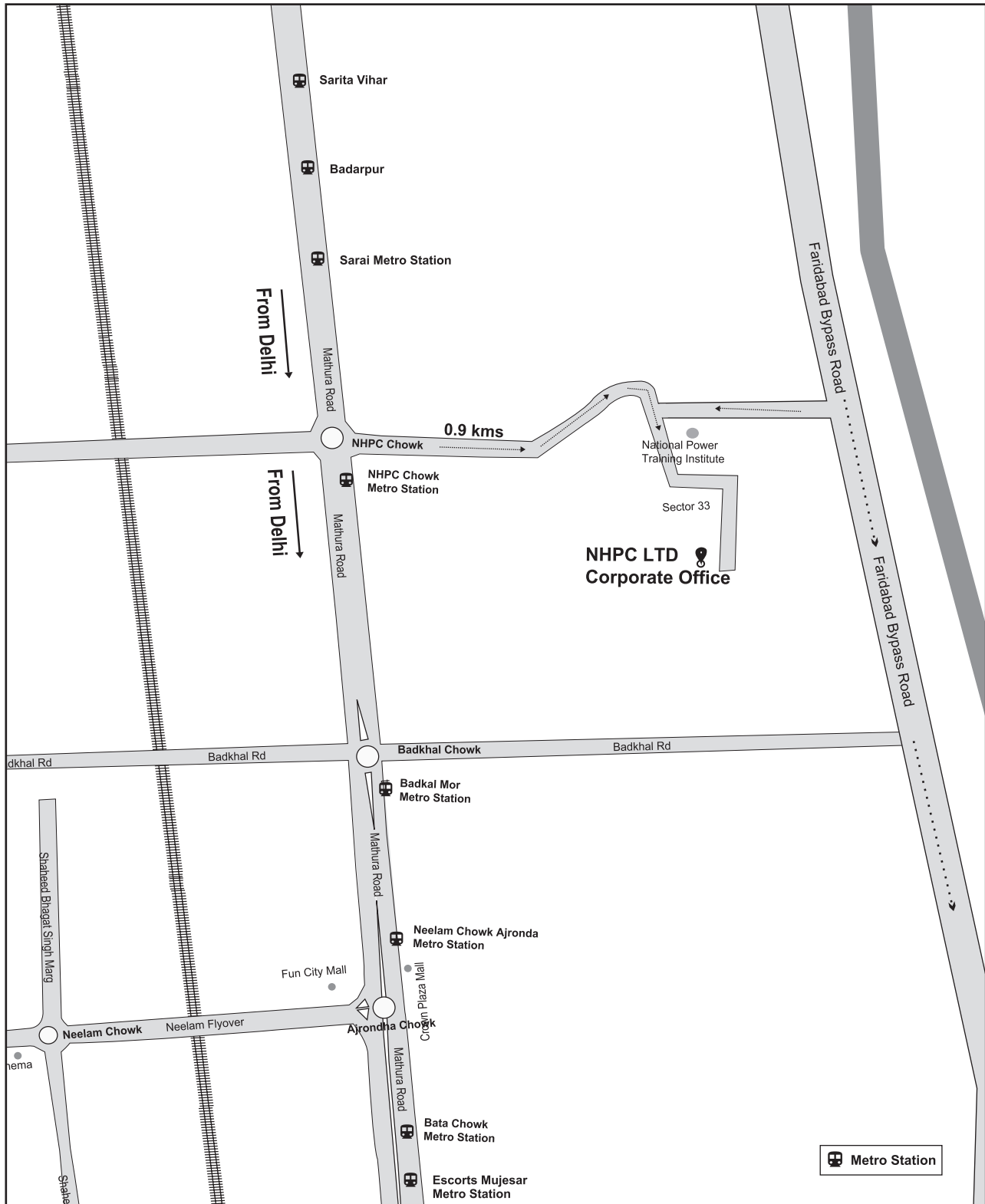
<b>Name</b>	Shri Ratish Kumar (DIN 06852735)	Shri Nikhil Kumar Jain (DIN 05332456)	Shri Mahesh Kumar Mittal (DIN 02889021)
<b>Date of Birth &amp; Age</b>	8 <sup>th</sup> December, 1960 56 years	28 <sup>th</sup> March, 1962 55 years	11 <sup>th</sup> September, 1960 56 years
<b>Date of first appointment on the Board</b>	6 <sup>th</sup> January, 2016	7 <sup>th</sup> February, 2017	1 <sup>st</sup> March, 2017
<b>Qualification</b>	He holds a bachelor's degree in Electrical Engineering from GB Pant University of Agriculture and Technology, Pantnagar, Uttarakhand.	He holds a Bachelors' degree in Industrial Engineering from IIT Roorkee and Bachelors' degree in Law from Delhi University.	He has a distinguished academic background and is M. Com (Gold Medalist) and Masters in Financial Management (Previous). He is also a Fellow Member of the Institute of Cost Accountants of India and a Fellow Member of the Institute of Company Secretaries of India.
<b>Expertise in specific functional area</b>	He has over 34 years of experience in NHPC where he climbed up the professional ladder with utmost sense of responsibility, ethics and dedication. In his present assignment as Director (Projects), he is in-charge of all NHPC projects under construction and pre-construction stages. These includes hydro as well as solar & wind renewable energy projects. He is also responsible for Joint-ventures and Consultancy Assignments being undertaken by the Company. In addition, major functions viz. Contracts (E&M), Cost Engineering and Design (E&M) also come under his ambit.	Prior to joining NHPC, he was Director (Personnel) of Air India Limited. He has a vast and rich experience of almost three decades in both the Government and Public Sector. He joined the Indian Railway as an Indian Railway Personnel Services Officer in 1988. He has worked at different levels in the Railways and also as GGM (HR) in IRCTC and as Executive Director (Joint Secretary) in the Ministry of Railways.	He has a rich experience of over three decades in the field of Finance, Accounting, Taxation and Regulatory matters. Prior to joining NHPC, he was Director (Finance) at Dedicated Freight Corridor Corporation of India Ltd. He had also worked as General Manager (Finance) at Rural Electrification Corporation Ltd., Director (Finance) at Hindustan Organic Chemicals Ltd. and Chief Accounts Officer & Company Secretary at Haryana Vidyut Prasaran Nigam Ltd.
<b>Directorship held in other companies</b>	Bundelkhand Saur Urja Limited	NIL	1. Chenab Valley Power Projects Private Limited 2. PTC India Limited
<b>Membership / Chairmanship of Committees across all companies</b>	➤ NHPC Limited a) Risk Management Committee- Ex-officio member b) Committee on Management Controls-Ex-officio member	➤ NHPC Limited a) Committee of Directors- Appellate Authority- Ex-officio member b) Committee of Directors for Allotment and Post Allotment Activities of NHPC Securities- Ex-officio member	➤ NHPC Limited a) Committee on Management Controls - Ex-officio member b) Committee on Corporate Social Responsibility (CSR) & Sustainability - Member c) Committee of Directors for allotment and post allotment activities of NHPC securities - Ex-officio member d) Stakeholder Relationship Committee - Member
<b>Terms and conditions of appointment or re-appointment and their Remuneration sought to be paid and last drawn, if any.</b>	As decided by Govt. of India.	As decided by Govt. of India.	As decided by Govt. of India.
<b>No of Board Meetings attended during the FY 16-17</b>	9	2	NIL
<b>Number of shares of NHPC held as on 31<sup>st</sup> March 2017</b>	15986	NIL	NIL



# NHPC Limited

(A Government of India Enterprise)

## ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING





# NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121 003  
CIN: L40101HR1975GOI032564

Tel No: 0129-2588110  
Website:www.nhpcindia.com

Fax No: 0129-2277941  
Email ID:webmaster@nhpc.nic.in

## ATTENDANCE SLIP

41<sup>st</sup> ANNUAL GENERAL MEETING to be held on Wednesday, 27<sup>th</sup> september, 2017 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003

NAME OF THE ATTENDING MEMBER(S) \_\_\_\_\_  
(IN BLOCK LETTERS)

FOLIO No.\* \_\_\_\_\_ Client ID No. \_\_\_\_\_

DP ID No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

NAME OF PROXY \_\_\_\_\_

[IN BLOCK LETTERS TO BE FILLED IN, IF THE PROXY ATTENDS INSTEAD OF THE MEMBER(S)]

I, hereby record my presence at the 41<sup>st</sup> Annual General Meeting of the Company at Jal Tarang Auditorium, NHPC Office Complex, Sector -33, Faridabad, Haryana-121 003 on Wednesday, 27<sup>th</sup> September, 2017.

\_\_\_\_\_  
Signature of Member/Proxy

\*Applicable in case of shares held in physical form.

### Notes:

1. The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (R&TA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the R&TA's counter(s) at the venue against which R&TA will provide admission card. Entry to the auditorium will be strictly on the basis of admission card as provided by R&TA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/ proxy holder(s) will be required to take care of their belonging(s).
4. No gifts will be distributed at the Annual General Meeting.



# NHPC LIMITED

(A Government of India Enterprise)

Registered Office: NHPC Office Complex, Sector 33, Faridabad, Haryana – 121 003  
CIN: L40101HR1975GOI032564

Tel No: 0129-2588110  
Website:www.nhpcindia.com

Fax No: 0129-2277941  
Email ID:webmaster@nhpc.nic.in

## PROXY FORM

Name of the company	: NHPC Limited
Registered office	: NHPC Office Complex, Sector - 33, Faridabad, Haryana - 121 003

Name of the member(s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) of NHPC Limited holding \_\_\_\_\_, shares of the above named company, hereby appoint:

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him
2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him
3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41<sup>st</sup> Annual General Meeting of the company, to be held on Wednesday, the 27<sup>th</sup> September, 2017 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector -33, Faridabad, Haryana-121 003 and at any adjournment thereof in respect of such resolutions as are indicated below/overleaf:

Item No.	Resolutions	For	Against
	<b>Ordinary Business</b>		
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2017, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.		
2.	To note the payment of interim dividend and declare final dividend for the Financial Year 2016-17.		
3.	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.		
4.	To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the Financial Year 2017-18		
	<b>Special Business:</b>		
5.	Ordinary Resolution for the ratification of remuneration of the Cost Auditors for the Financial Year 2017-18.		
6.	Ordinary resolution for the appointment of Shri Nikhil Kumar Jain (DIN 05332456), as Director (Personnel) of the Company.		
7.	Ordinary resolution for the appointment of Shri Mahesh Kumar Mittal (DIN 02889021), as Director (Finance) of the Company.		
8.	Special Resolution for the issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to ₹ 2,000 crore.		
9.	Special Resolution for alteration in Articles of Association (AOA) of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp of  
appropriate  
value

Signature of shareholder

Signature of Proxy holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the notice of the 41<sup>st</sup> Annual General Meeting.
3. Please complete all the details including details of member(s) in above box before submission.



# NHPC LIMITED

(A Government of India Enterprise)

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

CIN: L40101HR1975GOI032564

Tel. No.: 0129-2588110

Website: www.nhpcindia.com

Fax No.: 0129-2277941

e-mail: webmaster@nhpc.nic.in

Folio No. /DP Id/Client Id :

Name :

Address :

Joint holder(s) :

Number of equity share(s) held :

Dear member,

## Sub: Voting through electronic means

The 41<sup>st</sup> Annual General Meeting is scheduled to be held on Wednesday, 27<sup>th</sup> September, 2017 at 11.00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121003. The Company has engaged the services of M/s Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Agency to provide e-voting facilities in compliance with the provisions of Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable members to exercise their right to vote on resolutions proposed to be passed in the said meeting.

The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9.00 A.M. (IST) on 23<sup>rd</sup> September, 2017

End of remote e-voting : Up to 05.00 P.M. (IST) on 26<sup>th</sup> September, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

## The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 20<sup>th</sup> September, 2017.

This Communication forms an integral part of the Notice dated 11<sup>th</sup> August, 2017 for the 41<sup>st</sup> Annual General Meeting scheduled to be held on 27<sup>th</sup> September, 2017. The Annual Report for the financial year 2016-17 of the Company is being mailed to you separately. **A copy of the said Notice is sent herewith. Please read the instructions printed overleaf before exercising the vote.**

The Notice of the 41<sup>st</sup> Annual General Meeting and this Communication are also available on the website of the Company at www.nhpcindia.com.

Yours faithfully,  
For NHPC Limited,

(Vijay Gupta)

Company Secretary

Date: 11<sup>th</sup> August, 2017

Place: Faridabad

**Information relating to e-voting:**

**Instructions and other information relating to remote e-voting are as under:**

**1. (a) In case a member receives an e-mail from Karvy [for members whose e-mail ids are registered with the Company/Depository Participant(s)]**

- i. Launch internet browser by typing the URL: '<https://evoting.karvy.com>'
- ii. Enter the login credentials (i.e., user-id & password) as mentioned overleaf/E-mail sent through permitted mode. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form - EVEN (E-voting Event Number) followed by Folio Number registered with the company.
Password	Your Unique password is printed overleaf / e-mail forwarded through the permitted mode.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in de-mat/physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through Karvy remote e-voting platform. System will prompt you to update any contact details like mobile no, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e., "NHPC Limited".
- vii. If you are holding shares in de-mat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- viii. On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- x. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they voted on the Resolution (s).
- xiii. Corporate/Institutional Members (other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF format) of the Board resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative (s) to the Scrutinizer at e-mail to [fcspcjain@gmail.com](mailto:fcspcjain@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ Event no."
- xiv. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact:

<b>Name</b>	Shri S V Raju / Shri S Balaji Reddy
<b>Designation</b>	Dy. General Manager / Manager
<b>E-mail</b>	einward.ris@karvy.com raju.sv@karvy.com balaji.reddy@karvy.com
<b>Address</b>	M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032
<b>Contact details</b>	Phone: 040-67161500 Toll Free:1-800-34-54-001

- (b) In case a Member receives physical copy of the Annual General Meeting Notice (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):
  - (i) Initial password as provided overleaf.
  - (ii) Please follow all steps **from Sl. No. i to xiv of (a) above**, to cast vote by electronic means.

- 2. Please contact our Registrar on toll free no. 1-800-34-54-001 for any further clarifications.
- 3. Members can cast their vote online from 9.00 A.M. (IST) on 23<sup>rd</sup> September, 2017 onwards till 5:00 P.M. (IST) on 26<sup>th</sup> September, 2017.
- 4. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- 5. The facility for voting through ballot paper shall be made available at the venue of the Annual General Meeting and the members attending the meeting, who have not casted their vote by remote e-voting shall be able to vote at the meeting through ballot paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
- 6. The members who have casted their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- 7. The Board of Directors at its meeting held on 27<sup>th</sup> July, 2017 has appointed M/s. P.C. Jain & Co., Faridabad, e-mail address [fcspcjain@gmail.com](mailto:fcspcjain@gmail.com), as Scrutinizer to scrutinize remote e-voting process and polling process in a fair and transparent manner. The firm has communicated its willingness to be so appointed.
- 8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20<sup>th</sup> September, 2017.
- 9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20<sup>th</sup> September, 2017 only shall be entitled to avail facility of remote e-voting/through ballot paper at the venue of the meeting.
- 10. Member can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- 11. Any person who becomes a member of the Company after dispatch of AGM notice but on or before the cutoff date for e-voting i.e. 20<sup>th</sup> September, 2017, he/she may obtain user ID and password for remote e-voting in the manner as mentioned:
  - i) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <Space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.  
Example for NSDL:  
MYEPWD<SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD<SPACE> 1402345612345678  
Example for Physical:  
MYEPWD<SPACE> XXXX1234567890
  - ii) If e-mail address or mobile number of the member is registered against a Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii) Member may call Karvy's toll free number 1-800-34-54-001.
  - iv) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- 12. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 27<sup>th</sup> September, 2017.
- 13. The Scrutinizer, shall immediately after the conclusion of the voting through ballot paper at the Annual General Meeting, first count the votes cast at the meeting through ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman & Managing Director of the Company.
- 14. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.nhpcindia.com](http://www.nhpcindia.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to stock exchanges.