



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Government of India Enterprise)

फोन/Phone : _____

दिनांक/Date : _____ 23.09.2019 _____

संदर्भ सं./Ref. No. **NH/CS/199** _____

Manager The Listing Department, M/s BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 मैनेजर, लिस्टिंग विभाग, बीएसई लिमिटेड पि.जे. टावर्स,दलालस्ट्रीट, मुंबई- 400 001 Scrip Code: 533098	General Manager The Listing Department M/s National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 महाप्रबंधक, लिस्टिंगविभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 Scrip Code: NHPC EQ
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ISIN No. INE848E01016

Sub: Proceedings and disclosure of Voting Results of 43rd Annual General Meeting along with scrutinizers report

विषय: 43वीं वार्षिक आम बैठक के कृति और मतदान के परिणामो एवं संवीक्षक (scrutinizer's) की रिपोर्ट के संदर्भ में
Sirs/महोदय,

This is to inform that the 43rd Annual General Meeting (AGM) of NHPC Limited was held today i.e. Monday, the 23rd September, 2019 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003.

In terms of Regulation 30 and 44(3) of SEBI (LODR) Regulations, 2015, proceedings of the 43rd AGM and details of voting results along with scrutinizers report is enclosed at **Annexure-I & II** respectively. It is to inform that all resolutions set out in the Notice of 43rd AGM were duly approved by shareholders with requisite majority. The chairman's statement delivered at the AGM is also enclosed at **Annexure-III**.

It is requested to kindly disseminate the same on your websites.

आपको यह सूचित किया जाता है की एनएचपीसी लिमिटेड की 43वीं वार्षिक आम बैठक आज यानी सोमवार दिनांक 23 सितम्बर 2019 को सुबह 11:00 बजे जल तरंग सभागार, एनएचपीसी कार्यालय परिसर, सेक्टर -33, फरीदाबाद, हरियाणा -121 003 में हुई।

सेबी (LODR), विनियमन, 2015 के नियमन 30 और नियमन 44(3) के अनुसार यह सूचित किया जाता है कि 43वीं वार्षिक आम बैठक की कृति एवं मतदान के परिणाम संवीक्षक (scrutinizer's) की रिपोर्ट के साथ क्रमशः **अनुलग्नक- I** और **अनुलग्नक- II** में संलग्न है। यह भी सूचित किया जाता है की 43वीं वार्षिक आम बैठक के नोटिस में निर्धारित सभी प्रस्तावों को शेयरधारकों ने विधिवत अपेक्षित बहुमत के साथ अनुमोदित कर दिया है। 43वीं वार्षिक आम बैठक में अध्यक्ष द्वारा दी गयी statement की प्रति **अनुलग्नक- III** में संलग्न है।

कृपया यह सूचना अपनी वेबसाइट पर प्रसारित करें।
धन्यवाद,

संलग्न: उपरोक्त अनुसार

भवदीय

(विजय गुप्ता)
कंपनी सचिव
23/09/2019

पंजीकृत कार्यालय : एन एच पी सी ऑफिस कॉम्प्लेक्स, सेक्टर-33, फरीदाबाद - 121 003, हरियाणा

Regd. Office : NHPC Office Complex, Sector-33, Faridabad - 121 003, Haryana

CIN : L40101HR1975GOI032564; Website : www.nhpcindia.com

E-mail : webmaster@nhpc.nic.in; EPABX No. : 0129-2588110/2588500

बिजली से संबंधित शिकायतों के लिए 1912 डायल करें। Dial 1912 for Complaints on Electricity



NHPC Limited
(A Government of India Enterprise)
NHPC Office Complex, Sector-33, Faridabad- 121 003
CIN- L40101HR1975GOI032564

Proceedings of the 43rd Annual General Meeting (AGM) of NHPC Limited held on Monday, the 23rd September, 2019 at 11:00 A.M at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad-121003.

283 members (including 2 proxies) marked their attendance. These include one Nominee of Government of India holding **73.33%** shares of the Company.

- I. At the outset, Company Secretary extended the welcome to shareholders at the 43rd AGM of the Company. Shri Balraj Joshi, Chairman & Managing Director, took the chair. Thereafter, Company Secretary confirmed the presence of quorum to chairman, who declared meeting in order. Chairman welcomed all shareholders and others present in the meeting.
- II. Chairman & Managing Director informed shareholders that the statutory and proxy registers were available for inspection of members during the meeting.
- III. Thereafter, Notice and Directors' Report were taken as read on the demand of members present in the meeting.
- IV. Then the Chairman & Managing Director requested Independent Auditors to read their report and Company Secretary to read Secretarial Auditors' Report.
- V. With the consent of members present in the meeting the Independent Auditors' Report and Secretarial Auditors' Report were taken as read.
- VI. Company Secretary also informed shareholders that the Company has provided remote e-voting facility to members as on the cut-off date i.e. September 16, 2019 for a period of 3 days from **09:00 A.M (IST) on Friday, September 20, 2019 to 05:00 P.M (IST) on Sunday, September 22, 2019** to enable them to cast their vote electronically on the items mentioned in the notice of AGM dated August 2, 2019. He also explained that voting arrangements has been made through ballot paper at the venue of AGM to those who could not exercise their right to vote through remote e-voting. Company Secretary apprised that Shri Amit Kaushal, Proprietor of M/s A. Kaushal & Associates, Company Secretaries has been appointed as Scrutinizer for the purpose of remote e-voting and physical voting (poll) at the AGM.
- VII. It was informed that the result of the polling process along with the remote e-voting shall be hosted on the website of the Company, after its approval by the Chairman & Managing Director subsequent to due process of scrutinization of the voting by scrutinizer.
- VIII. Company Secretary read out the following 9 resolutions proposed in the notice to be passed at the meeting:

Item No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1	To consider and adopt: <ol style="list-style-type: none"> a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India; and 	Ordinary

	b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.	
2	To confirm the payment of interim dividend and declare final dividend for the financial year 2018-19.	Ordinary
3	To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4	To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
5	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2019-20.	Ordinary
SPECIAL BUSINESS		
6	Ordinary Resolution for the ratification of remuneration of the Cost Auditors for the financial year 2019-20.	Ordinary
7	Special Resolution for the re-appointment of Prof. (Smt.) Kanika T. Bhal (DIN 06944916) as Independent Director of the Company.	Special
8	Special Resolution for the re-appointment of Shri Satya Prakash Mangal (DIN 01052952) as an Independent Director of the Company.	Special
9	Special Resolution for the re-appointment of Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.	Special

- IX. On invitation of the Chairman, Members raised queries pertaining to the performance of the Company.
- X. The Chairman & Managing Director and Company Secretary replied to the queries, observations and provided necessary clarifications to the members on various issues which inter-alia includes performance of Company, future plans and major initiatives of the Company.
- XI. Thereafter the Chairman & Managing Director declared the closure of the meeting.
- XII. The proceedings of the meeting concluded at 11:40 A.M with the vote of thanks to the chair.

The result of voting will be intimated to the Stock Exchange(s) in the specified format under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 within prescribed time along with scrutinizer's report. The results of voting along with scrutinizer's report will also be uploaded on the website of the Company as well as on the website of e-voting service provider i.e. **M/s Karvy Fintech Private Limited.**

It is hereby confirmed that the meeting was called, convened, held and concluded as per the provisions of the Companies Act, 2013, the rules notified there under and Secretarial Standards issued by ICSI.

For NHPC Limited

Date: 23rd September, 2019

Place: Faridabad


 (Vijay Gupta)
 Company Secretary

NHPC LIMITED

Date of the Annual General Meeting		23rd September, 2019						
Total number of shareholders on record date		6,88,944						
No. of shareholders present in the meeting either in person or through proxy:								
-Promoters and Promoter Group:		1						
- Public:		282						
No. of Shareholders attended the meeting through Video Conferencing								
-Promoters and Promoter Group:		Not Applicable						
-Public:		Not Applicable						
Agenda Wise disclosure								
Agenda No. 1	To consider and adopt:	<p>a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India; and</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.</p>						
Resolution required: (Ordinary/Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		7365964993	0.0000	00	0	0.0000	0.0000
	Total		7365964993	100.0000	7365964993	0	100.0000	0.0000
Public- Institutions	E-Voting		1528093896	92.2432	1528093896	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		1656592398	0.0000	00	0	0.0000	0.0000
	Total		1528093896	92.2432	1528093896	0	100.0000	0.0000
Public- Non Institutions	E-Voting		418673970	40.9470	418672455	1515	99.9996	0.0004
	Poll		40558	0.0040	40558	0	100.0000	0.0000
	Postal Ballot (if applicable)		1022477414	0.0000	00	0	0.0000	0.0000
	Total		418714528	40.9510	418713013	1515	99.9996	0.0004
	Total		10045034805	92.7102	9312771902	1515	100.0000	0.0000

Agenda No. 2	ORDINARY									
Resolution required: (Ordinary/Special)	To confirm the payment of Interim dividend and declare final dividend for the financial year 2018-19.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		7365964993	0	00	0	0.0000	0.0000	0.0000	
	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
Public- Institutions	E-Voting		1529129396	92.3057	1529129396	0	100.0000	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1656592398	0	00	0	0.0000	0.0000	0.0000	
	Total	1656592398	1529129396	92.3057	1529129396	0	100.0000	0.0000	0.0000	
Public- Non Institutions	E-Voting		418673969	40.9470	418673094	875	99.9998	0.0002	0.0002	
	Poll		40558	0.0040	40558	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1022477414	0	00	0	0.0000	0.0000	0.0000	
	Total	1022477414	418714527	40.9510	418713652	875	99.9998	0.0002	0.0002	
	Total	10045034805	9313808916	92.7205	9313808041	875	100.0000	0.0000	0.0000	

Agenda No. 3	To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.									
Resolution required: (Ordinary/Special)	ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100		
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		7365964993	0	00	0	0.0000	0.0000	0.0000	
	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
Public- Institutions	E-Voting		1529129396	92.3057	1262426163	266703233	82.5585	17.4415		
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1656592398	0	00	0	0.0000	0.0000	0.0000	
	Total	1656592398	1529129396	92.3057	1262426163	266703233	82.5585	17.4415		
Public- Non Institutions	E-Voting		418673971	40.9470	418659434	14537	99.9965	0.0035		
	Poll		40558	0.0040	40558	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1022477414	0	00	0	0.0000	0.0000	0.0000	
	Total	1022477414	418714529	40.9510	418699992	14537	99.9965	0.0035		
	Total	10045034805	9313808918	92.7205	9047091148	266717770	97.1363	2.8637		

Agenda No. 4 To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special) **ORDINARY**

Whether promoter/promoter group are interested in the agenda/resolution? **No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		7365964993	0.0000	00	0	0.0000	0.0000
	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000
Public- Institutions	E-Voting		1529129396	92.3057	1294784654	234344742	84.6746	15.3254
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		1656592398	0.0000	00	0	0.0000	0.0000
	Total	1656592398	1529129396	92.3057	1294784654	234344742	84.6746	15.3254
Public- Non Institutions	E-Voting		418673972	40.9470	418664865	9107	99.9978	0.0022
	Poll		40558	0.0040	40558	0	100.0000	0.0000
	Postal Ballot (if applicable)		1022477414	0.0000	00	0	0.0000	0.0000
	Total	1022477414	418714530	40.9510	418705423	9107	99.9978	0.0022
	Total	10045034805	9313808919	92.7205	9079455070	234353849	97.4838	2.5162

Agenda No. 5	To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2019-20.									
Resolution required: (Ordinary/Special)	ORDINARY									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		7365964993	0	00	0	0.0000	0.0000		
Public- Institutions	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000		
	E-Voting		1529129396	92.3057	1347765559	181363837	88.1394	11.8606		
	Poll		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)		1656592398	0	00	0	0.0000	0.0000		
	Total	1656592398	1529129396	92.3057	1347765559	181363837	88.1394	11.8606		
	E-Voting		418673974	40.9470	418670391	3583	99.9991	0.0009		
	Poll		40558	0.0040	40558	0	100.0000	0.0000		
	Postal Ballot (if applicable)		1022477414	0	00	0	0.0000	0.0000		
	Total	1022477414	418714532	40.9510	418710949	3583	99.9991	0.0009		
Total	10045034805	9313808921	92.7205	9132441501	181367420	98.0527	1.9473			

Agenda No. 6 To ratify the remuneration of the Cost Auditors for the financial year 2019-20.

Resolution required: (Ordinary/Special) **ORDINARY**

Whether promoter/promoter group are interested in the agenda/resolution? **No**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		7365964993	0.0000	00	0	0.0000	0.0000
	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000
Public- Institutions	E-Voting		1529129396	92.3057	1529129396	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		1656592398	0.0000	00	0	0.0000	0.0000
	Total	1656592398	1529129396	92.3057	1529129396	0	100.0000	0.0000
Public- Non Institutions	E-Voting		418673824	40.9470	418668396	5428	99.9987	0.0013
	Poll		1022477414	0.0040	40558	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1022477414	418714382	40.9510	418708954	5428	99.9987	0.0013
	Total	10045034805	9313808771	92.7205	9313803343	5428	99.9999	0.0001

Agenda No.7	To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916) as an Independent Director of the Company.									
Resolution required: (Ordinary/Special)	SPECIAL									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
	Poll			0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		7365964993	0.0000	00	0	0.0000	0.0000	0.0000	
	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
Public- Institutions	E-Voting		1529129396	92.3057	1489119186	40010210	97.3835	2.6165		
	Poll			0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1529129396	0.0000	00	0	0.0000	0.0000	0.0000	
	Total	1529129396	1529129396	92.3057	1489119186	40010210	97.3835	2.6165		
Public- Non Institutions	E-Voting		418673968	40.9470	418657005	16963	99.9959	0.0041		
	Poll			0.0040	40558	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1022477414	0.0000	00	0	0.0000	0.0000	0.0000	
	Total	1022477414	418714526	40.9510	418697563	16963	99.9959	0.0041		
	Total	10045034805	9313808915	92.7205	9273781742	40027173	99.5702	0.4298		

Agenda No. 8	To re-appoint Shri Satya Prakash Mangal (DIN 01052952) as an Independent Director of the Company.									
Resolution required: (Ordinary/ Special)	SPECIAL									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		7365964993	0	00	0	0.0000	0.0000		
	Total		7365964993	100.0000	7365964993	0	100.0000	0.0000		
Public- Institutions	E-Voting		1529129396	92.3057	1454524186	74605210	95.1211	4.8789		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		1656592398	0	00	0	0.0000	0.0000		
	Total		1529129396	92.3057	1454524186	74605210	95.1211	4.8789		
Public- Non Institutions	E-Voting		418673973	40.9470	418658855	15118	99.9964	0.0036		
	Poll		1022477414	0.0040	40558	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		1022477414	40.9510	418699413	15118	99.9964	0.0036		
	Total		10045034805	92.7205	9239188592	74620328	99.1988	0.8012		

Agenda No. 9	To re-appoint Prof. Arun Kumar (DIN 07346292) as an Independent Director of the Company.									
Resolution required: (Ordinary/Special)	SPECIAL									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
	Poll		7365964993	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000	0.0000	
	Total	7365964993	7365964993	100.0000	7365964993	0	100.0000	0.0000	0.0000	
Public- Institutions	E-Voting		1529129396	92.3057	1489119186	40010210	97.3835	2.6165		
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		1656592398	0.0000	00	0	0.0000	0.0000	0.0000	
	Total	1656592398	1529129396	92.3057	1489119186	40010210	97.3835	2.6165		
Public- Non Institutions	E-Voting		418673972	40.9470	418659098	14874	99.9964	0.0036		
	Poll		1022477414	40558	40558	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Total	1022477414	418714530	40.9510	418699656	14874	99.9964	0.0036		
	Total	10045034805	9313808919	92.7205	9273783835	40025084	99.5703	0.4297		

All resolutions set out in the Notice of 43rd Annual General Meeting were duly approved by Shareholders with requisite majority.



Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014]

To
Mr. Balraj Joshi
Chairman of 43rd Annual General Meeting
of **NHPC Limited**
held on 23rd September, 2019
At Jal Tarang Auditorium, NHPC Office Complex,
Sector-33, Faridabad, Haryana - 121003

Sub: Scrutinizer's Report on remote e-voting and Poll conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 43rd Annual General Meeting (AGM) of NHPC Limited held on Monday, 23rd September, 2019 at 11:00 A.M.

Dear Sir,

Please refer to your letter dated 01st August, 2019 appointing us as Scrutinizer for the purpose of scrutinizing the physical ballot/electronic voting at venue of AGM and e-voting process in a fair and transparent manner and ascertaining the requisite majority on poll and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Rules, 2014.

I, **CS Amit Kaushal** of **A. Kaushal & Associates**, Company Secretaries, having office at A-62, Basement, Defence Colony, New Delhi- 110024, submit my report as under:

- I. As explained by the management, notice of the 43rd Annual General Meeting of the Equity Shareholders of NHPC Limited (CIN: L40101HR1975GOI032564) ("**the Company**") convened on Monday, 23rd September, 2019 at 11:00 A.M. at Jal Tarang Auditorium, NHPC Office Complex, Sector-33, Faridabad, Haryana- 121003 were sent to the members as required under Section 101 and 108 of the Companies Act, 2013.
- II. The Shareholders holding shares as on the "cut off" date i.e. 16th September, 2019, were entitled to vote on the resolutions as proposed in notice dated 2nd August, 2019.
- III. Detailed instructions relating to polls and remote e-voting facility along with login details were provided to the equity shareholders.



- IV. The Company has published the information relating to remote e-voting in the newspapers namely, Jansatta (Hindi Daily), Financial Express (English Daily) on 24th August, 2019.
- V. The remote e-voting period commenced on Friday, 20th September, 2019 (9:00 A.M. IST) and concluded on Sunday, 22nd September, 2019 (5:00 P.M. IST) for the purpose of Annual General Meeting held on 23rd September, 2019 at 11.00 AM.
- VI. The members had casted their votes through remote e-voting facility provided by M/s Karvy Fintech Private Limited ("KFPL" or "Karvy") on the designated website <https://evoting.karvy.com>.
- VII. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the Karvy on the designated website.
- VIII. After the time for closing of the poll by the chairman, 2 (Two) Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- IX. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Register and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- X. I did not find any poll papers invalid.
- XI. No members, who have used the facility of remote e-voting, have casted their vote at the Annual General Meeting of the Company.
- XII. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Annual General Meeting on Monday, 23rd September, 2019 in presence of 2 (two) witnesses Mr. Nishant Chauhan and Mr. Dharamender Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Nishant Chauhan



Mr. Dharamender Kumar

- XIII. The e-voting data was scrutinized by me for verification of votes casted in favour and against the resolution.
- XIV. The result of voting (including remote e-voting) on the below mentioned resolutions are as under:



1. To consider and adopt:

- (a) The Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019, along with the Board's Report, the Report of the Auditors' thereon and comments of the Comptroller & Auditor General of India; and
- (b) The audited Consolidated Financial statement of the Company for the financial year ended March 31, 2019, the Report of the Auditors' thereon and comments of the Comptroller & Auditor General of India.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (a) & (b) (as Ordinary Resolution)	E-Voting	9312731344	99.99998	1515	0.00002	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9312771902	99.99998	1515	0.00002	NIL

2. To confirm the payment of interim dividend and declare final dividend for the financial year 2018-19.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	9313767483	99.99999	875	0.00001	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9313808041	99.99999	875	0.00001	NIL



3. To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 3 (as Ordinary Resolution)	E-Voting	9047050590	97.13631	266717770	2.86369	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9047091148	97.13632	266717770	2.86368	NIL

4. To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 4 (as Ordinary Resolution)	E-Voting	9079414512	97.48379	234353849	2.51621	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9079455070	97.48380	234353849	2.51620	NIL

5. To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2019-20.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 5 (as Ordinary Resolution)	E-Voting	9132400943	98.05270	181367420	1.94730	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9132441501	98.05270	181367420	1.94730	NIL



6. To ratify the remuneration of the Cost Auditors for the financial year 2019-20.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 6 (as Ordinary Resolution)	E-Voting	9313762785	99.99994	5428	0.00006	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9313803343	99.99994	5428	0.00006	NIL

7. To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 7 (as Special Resolution)	E-Voting	9273741184	99.57024	40027173	0.42976	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9273781742	99.57024	40027173	0.42976	NIL

8. To re-appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 8 (as Special Resolution)	E-Voting	9239148034	99.19882	74620328	0.80118	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9239188592	99.19882	74620328	0.80118	NIL



9. To re-appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 9 (as Special Resolution)	E-Voting	9273743277	99.57026	40025084	0.42974	NIL
	Poll	40558	100	0	0	NIL
	TOTAL	9273783835	99.57026	40025084	0.42974	NIL

XV. The votes casted by the members of Company in favour of the resolutions no. 1 to 9 is more than the requisite majority, and therefore, the resolutions no. 1 to 9 are deemed to be passed. The Chairman may declare the result accordingly.

XVI. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

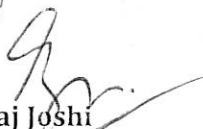
Thanking You,
Yours faithfully,

For A. Kaushal & Associates
Company Secretaries



CS Amit Kaushal
Scrutinizer
FCS No.: 6230
CP No.: 6663

Place: Faridabad
Date: 23/09/2019



Mr. Balraj Joshi
Chairman of the Meeting
Chairman & Managing Director
NHPC Limited
DIN: 07449990

43rd Annual General Meeting held on Monday, 23rd September, 2019

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 43rd Annual General Meeting (AGM) dated 2nd August, 2019. The e-voting was open from 09:00 AM on Friday, 20th September, 2019 to 05:00 PM on Sunday, 22nd September, 2019.

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 43rd AGM, voting was conducted by means of e-voting ("remote e voting") and poll at the AGM.

Shri Amit Kaushal of M/s. A. Kaushal & Associates, Practicing Company Secretary, 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 Sunday, 22nd September, 2019 and poll received till the conclusion of the meeting and submitted his report on 23rd September, 2019.



The consolidated Results, as per the Scrutinizers' Report dated 23rd September, 2019, are as follows:

Resolution No.	Particulars	No. of Votes in favour	% of votes in favour	No. of Votes against	% of votes against	Invalid Votes
Ordinary Business						
1.	<p>Resolution No.1: Ordinary Resolution To consider and adopt:</p> <p>a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India; and</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.</p>	9312771902	99.99998	1515	0.00002	NIL
2.	<p>Resolution No.2: Ordinary Resolution To confirm the payment of interim dividend and declare final dividend for the financial year 2018-19.</p>	9313808041	99.99999	875	0.00001	NIL
3.	<p>Resolution No.3: Ordinary Resolution To appoint a Director in place of Shri Ratish Kumar, Director (Projects) (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment.</p>	9047091148	97.13632	266717770	2.86368	NIL

[Handwritten Signature]


4.	Resolution No.4: Ordinary Resolution To appoint a Director in place of Shri Janardan Choudhary, Director (Technical) (DIN 07871968), who retires by rotation and being eligible, offers himself for re-appointment.	9079455070	97.48380	234353849	2.51620	NIL
5.	Resolution No.5: Ordinary Resolution To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2019-20	9132441501	98.05270	181367420	1.94730	NIL
Special Business						
6.	Resolution No.6: Ordinary Resolution To ratify the remuneration of the Cost Auditors for the financial year 2019-20	9313803343	99.99994	5428	0.00006	NIL
7.	Resolution No.7: Special Resolution To re-appoint Prof. (Smt.) Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company	9273781742	99.57024	40027173	0.42976	NIL
8.	Resolution No. 8 : Special Resolution To re-appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company	9239188592	99.19882	74620328	0.80118	NIL
9.	Resolution No. 9: Special Resolution To re-appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company	9273783835	99.57026	40025084	0.42974	NIL


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Based on the Consolidated Report of Scrutinizer, all the resolutions as set out in the Notice of 43rd AGM have been duly approved by the shareholders with requisite majority.

Date: 23.09.2019
Place: Faridabad

For NHPC Limited


(Balraj Joshi)
Chairman and Managing Director
DIN 07449990


23/09/2019