

Announcement for Result of Postal Ballot

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice & Form dated 18th July, 2014 containing the following Special Resolutions under the provisions of Companies Act, 2013 were circulated to all the Members of the Company:

1. Authorization to the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the company for securing borrowings for the purpose of the company (pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 read with relevant rules).
2. Increase in Borrowing Powers up to Rs. 30,000 Crore (pursuant to the provisions of Section 180 (1) (c) and all other provisions of the Companies Act, 2013 read with relevant rules).
3. Issue of Secured / Unsecured redeemable Non-convertible Debentures / Bonds aggregating up to Rs. 2500 Crore through Private Placement (pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules).


Voting rights have been reckoned on the paid up value of shares registered in the name(s) of shareholder(s) on 11th July, 2014. Based on the report dated 8th September, 2014 submitted by CS Savita Jyoti, a Practicing Company Secretary, Scrutinizer, appointed by the Board under Rule 22(5) of the Companies (Management and Administration) Rules, 2014, I declare that the following Special Resolutions are duly passed with requisite majority.

S. No	Type of Resolution	Description	Result
1.	Special Resolution	Authorization to the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the company for securing borrowings for the purpose of the company.	Passed with requisite majority.
2.	Special Resolution	Increase in Borrowing Powers up to Rs. 30,000 Crore.	Passed with requisite majority.
3.	Special Resolution	Issue of Unsecured / Secured Non-Convertible Bonds / Debentures up to Rs. 2500 Crore through Private Placement.	Passed with requisite majority.

For NHPC Limited

Date: 9th September, 2014

Place: Faridabad


(A.B.L. Srivastava)
Director (Finance)

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

To
The Chairman and Managing Director
NHPC Limited
NHPC Office Complex, Sector 33,
Faridabad – 121003
CIN: L40101HR1975GOI032564

Dear Sir,

The Board of Directors of the Company at its meeting held on 07.07.2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

I submit my report as under:

1. The Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope on 02.08.2014 to its members whose name(s) appeared on the Register of members / list of beneficiaries including by e-mail to all those members who had registered their e-mail ids with the company.
2. Particulars of all postal ballot forms received from the Members including electronic votes (as reported by KARVY, agency facilitating e-voting platform) have been entered in a register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. In case of e-voting, Members' demographic details, their voting rights and voting pattern were provided by Karvy Computershare Private Limited.
5. The ballot boxes were opened in my presence.
6. The votes, if any, cast by a Member(s) both in physical and electronically having been identified and in terms of the said Notice, votes cast through physical postal ballot form were considered valid.
7. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company.
8. All postal ballot forms including electronic votes received up to the close of working hours on 06.09.2014, the last date and time fixed by the company for receipt of the forms/electronic votes, were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after 06.09.2014 were not considered for my scrutiny.
10. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

A. J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

The details of voting are as under:

Item no. 1

Authorization to the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings for the purpose of the Company (pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 read with relevant rules

7187 Total Number of Ballots received.

Promoter / Public	No. of Shares Held (1)	No. of net 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	9516209722	0	0	0	0	0	0
Public Institutional Holders	645434751	120410684	18.66	120410684	0	100	0
Public Others	909024023	5852910	0.64	5191094	661816	88.69	11.31
Total	11070668496	126263594	1.14	125601778	661816	99.48	0.52

*Total votes received – 130283510, (Including – 4019916(Invalid + lesser voted)

Item No.2: -

Increase in Borrowing Powers up to Rs. 30,000 Crore (pursuant to the provisions of Section 180 (1)(c) and all other provisions of the Companies Act, 2013 read with relevant rules).

7187 Total Number of Ballots received.

Promoter / Public	No. of Shares Held (1)	No. of net 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	9516209722	0	0	0	0	0	0

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Public Institutional Holders	645434751	120410684	18.66	120410684	0	100	0
Public Others	909024023	5772059	0.64	5111885	660174	88.56	11.44
Total	11070668496	126182743	1.14	125522569	660174	99.48	0.52

*Total votes received – 130283510 (Including – 4100767(Invalid + lesser voted))

Item no.3 -

Issue of Secured / Unsecured redeemable Non-convertible Debentures / Bonds aggregating up to Rs. 2500 Crore through Private Placement (pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules).

7187 Total Number of Ballots received.

Promoter / Public	No. of Shares Held (1)	No. of net 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 Public	9516209722	0	0	0	0	0	0
Public Institutional Holders	645434751	120410684	18.66	120410684	0	100	0
Public Others	909024023	5767439	0.63	5309898	457541	92.07	7.93
Total	11070668496	126178123	1.14	125720582	457541	99.64	0.36

*Total votes received – 130283510 (Including – 4105387(Invalid + lesser voted))

The above Special Resolutions has been passed successfully by share holders of the Company with requisite majority.

The postal ballot forms and the related papers /registers and records being handed over for safe custody of Shri Vijay Gupta, Company Secretary. You may accordingly declare the results of the postal ballot voting.

Thanking you,

Date: 08.09.2014

For SAVITA JYOTI ASSOCIATES

Savita Jyoti
CS SAVITA JYOTI
Scrutinizer

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796