

The trading window for trading in securities of NHPC remained close for all the designated persons and their immediate relatives, as and when any price sensitive information was proposed/expected to be placed before the Board. In addition to above, the trading window is closed at the end of every quarter till 48 hours after consideration of financial results by the Board of Directors.

Shri Saurabh Chakravorty, Manager (CS) has been designated as Compliance Officer under the Code. The Code is available on website of the Company at the link: https://www.nhpcindia.com/assets/pzi_public/gallery/1683188619.pdf

Sharing and capturing of Unpublished Price Sensitive Information (UPSI)

As per the statutory provisions, Company has developed an in-house web based Structured Digital Database (SDD) for capturing the flow of UPSI and uploading of Confidentiality Agreement. The database maintains an audit trail of entry captured in SDD, audit log report, time & date stamping of entering UPSI etc. All Head of Departments (HoDs) has been given rights to capture UPSI with details such as name of persons with whom UPSI is shared, their PAN, nature/purpose of UPSI and uploading of Confidentiality Agreement on SDD portal. Further, HoDs are also required to certify on quarterly basis that recipients of the UPSI were upfront informed that the information being shared is an UPSI and entry has been captured in the SDD prior to sharing of UPSI.

8. REMUNERATION OF DIRECTORS:

The appointment, tenure & remuneration of Functional Directors including CMD is decided by the Govt. of India. The Government Nominee Directors are not paid any remuneration/ sitting fees from the Company. In accordance to the Companies Act, 2013 read with DPE Guidelines and OMs issued from time to time, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

At present, sitting fee of ₹ 40,000/- for attending each meeting of the Board and ₹ 30,000/- for attending each meeting of the Committees is being paid to Independent Directors. The sitting fee for attending the meeting of the Board was increased from ₹ 30,000/- to ₹ 40,000/- during the financial year.

Details of remuneration paid to Functional Directors of the Company and details of sitting fees paid to Independent Directors for attending meetings of the Board and its Committees, during the financial year 2022-23, are given in **Table A** and **Table B** respectively.

Table A: Remuneration of Functional Directors paid during the financial year 2022-23

(Amount in ₹)

Name of Director	Designation	Salary	Benefits*	Performance Related Pay (PRP)	Total
Shri Rajeev Kumar Vishnoi ¹	Chairman & Managing Director	NIL	NIL	NIL	NIL
Shri Abhay Kumar Singh ²	Chairman & Managing Director	20,54,004	79,56,714	18,80,936	1,18,91,654
Shri Yamuna Kumar Chaubey	Director (Technical)	58,31,905	22,14,085	30,97,380	1,11,43,370
Shri Rajendra Prasad Goyal	Director (Finance)& CFO	52,44,679	11,95,557	26,11,110	90,51,346
Shri Biswajit Basu	Director (Projects)	47,60,682	23,01,485	26,22,432	96,84,599

*Benefits include perquisites, medical reimbursement, EPF, Social Security Scheme & Pension Fund (Matching Contribution), leave encashment, gratuity, etc. which were not included in salary.

¹Appointed as Chairman and Managing Director w.e.f. 13.12.2022. He is holding Additional Charge of Chairman and Managing Director of NHPC Limited. Accordingly, he is not being paid any remuneration from NHPC Limited.

² Ceased to be Chairman and Managing Director w.e.f. 31.08.2022.

Notes:

- The Company had not given any stock options during the financial year 2022-23. Further, service conditions of the Functional Directors/Directors including notice period and severance fee, if any, are governed as per the terms & conditions issued by the Govt. of India.
- Besides above, Functional Directors are also entitled for medical benefits as per applicable rules of the Company.

Table B: Details of sitting fees paid to Independent Directors for the meetings held during the financial year 2022-23.

(Amount in ₹)

Name of Independent Director	Sitting Fees**		
	Board Meetings	Committee Meetings including Meeting of Independent Directors	Total
Dr. Uday Sakharam Nirgudkar*	3,50,000	8,40,000	11,90,000
Dr. Rashmi Sharma Rawal	3,50,000	8,40,000	11,90,000
Dr. Amit Kansal	3,50,000	8,10,000	11,60,000
Shri Jiji Joseph	3,50,000	8,40,000	11,90,000
Shri Premkumar Goverthanam	40,000	60,000	1,00,000

*Being Chairman of Nomination & Remuneration Committee, he was inducted as a member of Departmental Promotion Committees (DPCs) and was also given honorarium.

**In addition to sitting fee, Independent Directors are also reimbursed Boarding/lodging/conveyance expenses incurred for attending meetings of the Board/Committees. The amount of sitting fee is excluding the amount of tax paid by the Company on sitting fee under full reverse charge mechanism.

Except as mentioned above, the non-executive Directors have no pecuniary relationship or transaction with the Company during the financial year 2022-23.

The terms and conditions of appointment of Independent Directors are available on website of Company at:

https://www.nhpcindia.com/assests/pzi_public/gallery/1683188668.pdf

9. SUBSIDIARY COMPANIES:

During the year, minutes of the Board meetings of subsidiary companies and details of significant transactions & arrangements entered into by subsidiary companies were placed before the Board of NHPC Limited for its information. The financial statements, in particular, the investments made by these subsidiaries were reviewed by the Audit Committee.

10. GENERAL MEETINGS:

Annual General Meeting

Date, time and location of the last three Annual General Meetings and special resolutions passed therein are given as under:

Financial Year	Date	Time	Location	Special Resolution(s) Passed
2021-22	August 25, 2022	12:30 P.M.	Meeting held through Video Conferencing/ Other Audio Visual Means	a) To appoint Dr. Uday Sakharam Nirgudkar (DIN: 07592413), as an Independent Director of the Company. b) To appoint Dr. Amit Kansal (DIN: 07722428), as an Independent Director of the Company. c) To appoint Dr. Rashmi Sharma Rawal (DIN: 09410683), as an Independent Director of the Company. c) To appoint Shri Jiji Joseph (DIN: 09415941), as an Independent Director of the Company.
2020-21	September 29, 2021	03:00 P.M.	Meeting held through Video Conferencing/ Other Audio Visual Means	a) To increase borrowing limit of the Company from ₹ 30,000 Crore to ₹ 40,000 Crore. b) To create Mortgage and/or charge over the movable and immovable properties of the Company.