

S. No.	Date of Meeting	Dr. Uday Saktharam Nirgudkar	Dr. Rashmi Sharma Rawal	Dr. Amit Kansal	Shri Jiji Joseph	Shri Premkumar Goverthanam
	Number of meetings held during respective tenure	5	5	5	5	5
	Meetings attended	5	5	5	5	5
	% of meetings attended	100	100	100	100	100

 Present in person,  Present through Video Conferencing

6. FRAUD PREVENTION AND DETECTION POLICY:

A Fraud Prevention and Detection Policy is effective in the Company. The Policy provides a system for detection and prevention of fraud, its reporting (if detected or suspected) and fair dealing on matters pertaining to fraud or suspected frauds involving employees as well as representatives of vendors, suppliers, contractors, consultants, service providers or any other party doing any type of business with NHPC. All reports on frauds or suspected frauds are investigated with utmost priority.

Head of Projects/ Power Stations/ Units and HOD-Internal Audit in Corporate Office have been designated as Nodal Officers under the Policy for the respective locations.

7. CODE FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF NHPC LIMITED:

In compliance to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, Company has formulated and implemented 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders' and 'Code of Fair Disclosure Practices for Prevention of Insider Trading', with a aim that 'Designated Persons' shall not derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.

The Code is available on website of the Company at the link: <https://www.nhpcindia.com/assets/pzi-public/gallery/1706615271.pdf>.

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 by the Company. In accordance to the Companies Act, 2013 read with DPE Guidelines and OM's 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.

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 2023-24, are given in **Table A** and **Table B** respectively.

Table A: Remuneration of Functional Directors paid during the financial year 2023-24

(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 Rajendra Prasad Goyal	Director (Finance) & CFO and additional charge of Chairman & Managing Director	58,70,881	12,09,247	23,23,566	94,03,694
Shri Uttam Lal ²	Director (Personnel)	48,78,649	7,34,053	0	56,12,702



Name of Director	Designation	Salary	Benefits*	Performance Related Pay (PRP)	Total
Shri Raj Kumar Chaudhary ³	Director (Technical) and additional charge of Director (Projects)	30,71,912	7,22,677	0	37,94,589
Shri Yamuna Kumar Chaubey ⁴	Director (Technical)	10,48,258	77,61,997	12,97,404	1,01,07,659
Shri Biswajit Basu ⁵	Director (Projects)	39,21,864	100,93,094	12,40,842	1,52,55,800

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

¹ Ceased to be Chairman & Managing Director w.e.f. 29.02.2024 (End of Day). He was holding Additional Charge of Chairman & Managing Director of NHPC Limited. Accordingly, he was not paid any remuneration by NHPC Limited.

² Appointed as Director w.e.f. 13.06.2023.

³ Appointed as Director w.e.f. 18.09.2023.

⁴ Ceased to be Director w.e.f. 31.05.2023 (End of Day).

⁵ Ceased to be Director w.e.f. 31.12.2023 (End of Day).

Notes:

- The Company had not given any stock options during the financial year 2023-24. 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 2023-24

(Amount in ₹)

Name of Independent Director	Sitting Fees**		
	Board Meetings	Committee Meetings including Meeting of Independent Directors	Total
Dr. Uday Sakharam Nirgudkar*	5,20,000	6,60,000	11,80,000
Dr. Rashmi Sharma Rawal	5,20,000	5,70,000	10,90,000
Dr. Amit Kansal	5,20,000	7,50,000	12,70,000
Shri Jiji Joseph	5,20,000	5,70,000	10,90,000
Shri Premkumar Goverthan	5,20,000	6,00,000	11,20,000

*Being Chairperson 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 and official project visits. 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 2023-24.

The terms and conditions of appointment of Independent Directors are available on website of Company at: https://www.nhpcindia.com/assets/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

