

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 Designated Persons and Immediate Relatives of Designated Persons and Insiders' and 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', with an aim that 'Designated Persons' shall not derive any benefit from the access to and possession of Unpublished Price Sensitive Information about the Company which is not in the public domain and thus constitutes insider information.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 Codes are available on website of the Company at the link: https://www.nhpcindia.com/assests/pzi_public/gallery/1749556505.pdf and https://www.nhpcindia.com/assests/pzi_public/gallery/1749556589.pdf

8. REMUNERATION OF DIRECTORS:

The appointment, tenure & remuneration of Functional Directors including CMD is decided by the Govt. of India. The Government Nominee Director is not paid any remuneration/ sitting fees by 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 each meeting of the Committees, respectively is being paid to Independent Directors. The sitting fees for attending Board Level Committee Meetings was increased from ₹ 30,000/- to ₹ 40,000/- per meeting w.e.f. 06.11.2025.

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 FY 2025-26, are given in **Table A** and **Table B** respectively.

Table A: Remuneration of Functional Directors paid during FY 2025-26

(Amount in ₹)

Name of Director	Designation	Salary	Benefits*	Performance Related Pay (PRP)	Total
Bhupender Gupta ¹	Chairman & Managing Director	30,09,688	6,08,504	-	36,18,192
Uttam Lal	Director (Personnel)	69,35,292	16,59,560	19,61,634	1,05,56,486
Sanjay Kumar Singh ²	Director (Projects)	54,68,964	13,64,402	6,92,703	75,26,069
Suprakash Adhikari ³	Director (Technical)	70,46,713	18,94,605	-	89,41,318
Mahesh Kumar Sharma ⁴	Director (Finance)	27,56,240	6,63,278	-	34,19,518
Raj Kumar Chaudhary ⁵	Chairman & Managing Director	18,76,388	74,99,589	11,18,677	1,04,94,654
Rajendra Prasad Goyal ⁶	Chairman & Managing Director (Additional Charge) and Director (Finance)	31,21,197	89,88,742	11,26,495	1,32,36,434



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

¹ Appointed as Chairman & Managing Director w.e.f. 04.09.2025.

² Held Additional Charge of Director (Technical) till 16.04.2025 and Additional Charge of Chairman & Managing Director from 01.09.2025 till 04.09.2025.

³ Appointed as Director (Technical) w.e.f. 16.04.2025.

⁴ Appointed as Director (Finance) w.e.f. 17.10.2025.

⁵ Ceased to be Chairman & Managing Director w.e.f. 01.07.2025 upon attaining the age of superannuation.

⁶ Ceased to be Chairman & Managing Director (Additional Charge) and Director (Finance) w.e.f. 01.09.2025 upon attaining the age of superannuation.

Notes:

1. The Company had not given any stock options during FY 2025-26. 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.
2. Besides above, Functional Directors are also entitled for medical benefits as per applicable rules of the Company.
3. During the year under report, Shri Sipan Kumar Garg held Additional Charge of Director (Finance) from 01.09.2025 to 17.10.2025. Hence, no remuneration was paid to him.

Table B: Details of sitting fees paid to Independent Directors for the meetings held during FY 2025-26.

(Amount in ₹)

Name of Independent Director	Sitting Fees		
	Board Meetings	Committee Meetings including Meeting of Independent Directors	Total
Dr. Uday Sakhambar Nirgudkar	6,40,000	5,00,000	11,40,000
Shri Jiji Joseph	6,40,000	5,90,000	12,30,000
CA Anil Kumar Sood	6,00,000	5,00,000	11,00,000
Shri Premkumar Goverthanam*	5,60,000	7,50,000	13,10,000

Note:- 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.

*Being Chairperson of Nomination & Remuneration Committee, he was inducted as a member of Departmental Promotion Committee (DPC) and was also given honorarium. Ceased to be Independent Director w.e.f. 02.03.2026.

Except as mentioned above, the Non-executive Directors have no pecuniary relationship or transaction with the Company during FY 2025-26.

The terms and conditions of appointment of Independent Directors are available on website of Company at: <https://www.nhpcindia.com/welcome/page/132>

9. 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
2024-25	August 30, 2025	11:00 A.M (IST)	Meeting held through Video Conferencing/ Other Audio Visual Means	a) To re-appoint Dr. Uday Sakhambar Nirgudkar (DIN:07592413), as an Independent Director of the Company b) To re-appoint Shri Jiji Joseph (DIN:09415941), as an Independent Director of the Company

