

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Report of Scrutinizer

(E-voting: EVEN: 1901)

[Pursuant to Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015 at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001

Dear Sir,

1. We, Savita Jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutinizer by the Chairman and Managing Director, who has been authorised by the Board of Directors of NHPC Limited (The Company) (CIN: L40101HR1975GOI032564) for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, on the resolutions contained in the Notice of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015, at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001.
2. Our responsibility as scrutinizer for the e-voting process is restricted to scrutinizing the remote e-voting process in a fair and transparent manner and making a Scrutinizers' Report for the votes cast "In favour" or "Against" on the resolutions contained in the notice stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the agency authorised and engaged by the Company.
3. Further to the above, we submit our report as under:
 - (i) The e-voting period remained open from 19th September, 2015 at 09:00 A.M. (IST) to 22nd September, 2015 at 05:00 P.M. (IST).
 - (ii) The members of the Company as on "cut-off date" i.e. 16th September, 2015, were entitled to vote on the resolutions (items 1 to 7) as set out in the notice of the 39th AGM.

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

(iii) The votes cast were unblocked on 23rd September, 2015, after counting the e-votes cast up to 05:00 P.M. (IST) on 22nd September, 2015, in the presence of two witnesses who are not in the employment of the Company (**Annexure-B**).

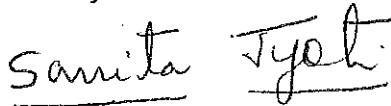
CS. SAVITA JYOTI, B.Com, FCS

(iv) Thereafter, the details containing, inter alia, list of equity shareholders who voted "for" or "against" each resolution that were put to vote were generated from the e-voting website of Karvy Computershare Private Limited i.e. www.evoting.karvy.com and based on such reports generated, the result of the e-voting is annexed as **Annexure-A**

Thanking you,

Yours faithfully,

for Savita Jyoti Associates



CS Savita Jyoti

Scrutiniser

FCS 3738; CP 1796

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

Place: Faridabad

Dated: 23.09.2015

Counter signed by:

For NHPC Limited



(R. S. T. Sai)

Chairman and Managing Director

NHPC Limited

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2015, including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors' thereon.

(i) **Voted in favour of the resolution:**

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
346	10054226402	99.9999

(ii) **Voted against the resolution:**

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
14	8869	0.0001

(iii) **Invalid votes / Abstained:**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
10	1120466

Resolution No. 2 – Ordinary Resolution

To confirm payment of interim dividend and declare final dividend for the financial year 2014-15.

(i) **Voted in favour of the resolution:**

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
359	10055272591	99.9999

(ii) **Voted against the resolution:**

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
9	5330	0.0001

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
2	77100

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com No. 3 – Ordinary Resolution

To appoint a Director in place of Shri R. S. Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
285	9934530514	98.7992

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
80	120746107	1.2008

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
5	78470

Resolution 4 – Ordinary Resolution

To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
327	10038089683	99.8291

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
40	17188223	0.1709

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
4	77185

Resolution 5 – Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the financial year 2015-16.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
339	10053807166	99.9854

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
26	1463944	0.0146

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
6	83981

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Resolution No. 6 – Ordinary Resolution

To appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
297	9941415400	98.8677

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
68	113859587	1.1323

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
6	80104

Resolution 7 – Special Resolution

To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to Rs. 2500 crore through private placement.

(i) Voted **in favour** of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
332	10055253410	99.9998

(ii) Voted **against** the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
32	21636	0.0002

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
5	80045

A.J.

Savita Jyoti
SAVITA JYOTI, FCS 3704
Practicing Company Secretary
Certificate of Practice No. 1796

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Annexure-B

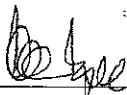
The e-votes cast on resolutions stated in the notice of AGM of NHPC Ltd held on 23.09.2015 were unblocked in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature: _____

Name: _____

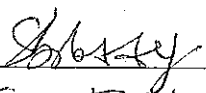
Address: _____


Mr. V. Sullasham
125 Myevillas
Hallapur
Hyderabad 500 076

2. Signature: _____

Name: _____

Address: _____


S. BALAJI REDDY
6-3-609/120 VIZATVAI/BAAN APRU
ANAND NAGAR COLONY
HYDERABAD - 500 004

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Consolidated Scrutinizers' Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of NHPC Limited held on Wednesday, September 23, 2015, at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad - 121 001

Dear Sir,

1. We, Savita jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutinizer by the Chairman and Managing Director, who has been authorised by the Board of Directors of NHPC Limited (The Company) (CIN: L40101HR1975GOI032564) for the purpose of:
 - (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and;
 - (ii) Polling process through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice of 39th Annual General Meeting (AGM) of the equity shareholders of the Company, held on 23rd September, 2015 at 10:30 A.M. at Municipal Corporation Auditorium, NIT, near B K Chowk, Faridabad, Haryana-121 001.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting and voting by ballot papers at the AGM) for resolutions contained in the Notice of the 39th AGM of equity shareholders of the Company. Our responsibility as scrutinizer is restricted to scrutinize remote e-voting process and polling process at the AGM in a fair and transparent manner and to make a consolidated scrutinizers' report of the total votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the Agency authorized and engaged by the Company to provide e-voting facility for voting through electronic means i.e. by remote e-voting, and ballot at the AGM.
3. We have issued separate Scrutinizers' Reports dated 23rd September, 2015 on the remote e-voting and on the polling process at the AGM, as under:-

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

Item no. of the notice	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
Ordinary Business					
Item No. 1. To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March 2015, including Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors' thereon. (Ordinary Resolution)	10054226402	99.9999	8869	0.0001	1120466
Item No. 2. To confirm payment of interim dividend and declare final dividend for the financial year 2014-15. (Ordinary Resolution)	10055272591	99.9999	5330	0.0001	77100
Item No. 3. To appoint a Director in place of Shri R. S. Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India. (Ordinary Resolution)	9934530514	98.7992	120746107	1.2008	78470
Item No. 4. To fix the remuneration of Joint Statutory Auditors for the financial year 2015-16. (Ordinary Resolution)	10038089683	99.8291	17188223	0.1709	77185

X.T.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

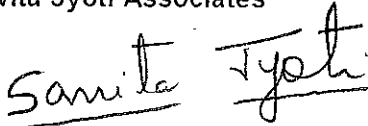
CS. SAVITA JYOTI

Special Business Item No. 5.	10053807166	99.9854	1463944	0.0146	83981
To ratify the remuneration of the Cost Auditors for the financial year 2015-16. (Ordinary Resolution)					
Item No. 6.	9941415400	98.8677	113859587	1.1323	80104
To appoint Shri Jayant Kumar (DIN 03010235), as Director of the Company. (Ordinary Resolution)					
Item No. 7.	10055253410	99.9998	21636	0.0002	80045
To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to Rs. 2500 crore through private placement. (Special Resolution)					

4. The electronic data and all other relevant records relating to the e-voting and polling process have been handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
for Savita Jyoti Associates



CS Savita Jyoti
Practicing Company Secretary
FCS 3738; CP 1796

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

Place: Faridabad
Dated: 23.09.2015

Counter signed by: :

For NHPC Limited



(R. S. T. Sai)
Chairman and Managing Director
NHPC Limited