

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

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) 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,

We, Savita Jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutinizer by the Chairman and Managing Director, who has been authorized by the Board of Directors of NHPC Limited (The Company) (CIN: L40101HR1975GOI032564) for the purpose of the polling process taken on the below mentioned resolution(s), in connection with the Thirty Ninth (39th) Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, September 23, 2015, at 10.30 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad – 121 001, submit our report as under:

1. After the time fixed for closing of the ballot/poll process by the Chairman, one (1) ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. The locked ballot box was subsequently opened in presence of two persons as witnesses (Annexure-D). The ballot/poll papers were diligently scrutinised and reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The ballot/poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
4. The result of the ballot/polling process resolution-wise is annexed as Annexure C.

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

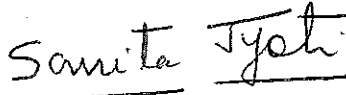
CS. SAVITA JYOTI, B.Com., F.C.S.

5. A list containing names of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution has been verified and handed over to Company Secretary/Chairman.
6. The ballot/poll papers and all other relevant records were sealed and handed over to the Company Secretary/Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

for Savita Jyoti Associates



CS Savita Jyoti

Scrutinizer

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

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

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

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

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

S. J.

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

Resolution 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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes / Abstained:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes / Abstained:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

S.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes / Abstained:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes / Abstained:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

X.J.

ITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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 present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

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

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

A.J.

Savita Jyoti

SAVITA JYOTI, FCS 3768
Practicing Company Secretary
Certificate of Practice No. 1796

ITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Annexure-D

Ballot/Polling box relating to AGM of NHPC Ltd held on 23.09.2015 was opened in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature: _____

Name: _____

Address: _____



M R V Subrahmanyam

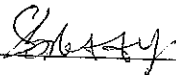
125 Myevilla, Malapuri

Hyderabad 500 076

2. Signature: _____

Name: _____

Address: _____



S. BALAJI RAO

6-3-609/120 VAJAYANTHAN APART

ANAND NAGAR COLONY

HYDERABAD 500 004