

भारत सरकार
विद्युत मंत्रालय
श्रम शक्ति भवन, रफी मार्ग,
नई दिल्ली-110 001



GOVERNMENT OF INDIA
MINISTRY OF POWER

Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel. :

Date: 04th June, 2026

To
Dept. of Corporate Services –
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Maharashtra, India
SYMBOL: 533098

To
Manager- Listing Department
**National Stock Exchange of
India Limited**
Exchange Plaza
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400 051
SYMBOL: NHPC

To
The Company Secretary,
NHPC Limited,
NHPC Office Complex
Sector-33
Faridabad-121003

Dear Sir/ Madam,

Name of Company: NHPC Limited (the “Company”)

Sub: Filing of report under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”)

This is with reference to the Notice dated June 1, 2026 filed by us to the BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”, and together with the BSE, the “Stock Exchanges”) pursuant to which The President of India, acting through and represented by the Ministry of Power, Government of India (the “Seller”) proposes to sell equity shares of the Company having a face value of ₹10 each representing up to 30,13,51,044 equity shares, i.e., 3.00% of the paid-up equity share capital of the Company (the “Offer Shares”) on June 2, 2026 (“T day”) (for non-Retail Investors only) and on June 3, 2026 (“T+1 day”) (for Retail Investors, Employee and for non-Retail Investors who choose to carry forward their un-allotted bids) (with an option to additionally sell up to 30,13,51,044 equity shares i.e. 3.00% of the paid up equity of the Company (the “Oversubscription Option” and in the event the Oversubscription Option is exercised, the Equity Shares forming part of the Base Offer Size and the Oversubscription Option i.e., 60,27,02,088 Equity Shares, will represent 6.00% of the total paid-up equity share capital of the Company as on March 31, 2026, and collectively hereinafter be referred to as “Offer Shares”.) In case the Oversubscription Option is not exercised, the equity shares forming part of the Base Offer Size will hereinafter be referred to as “Offer Shares” through a separate, designated window of the BSE and NSE, collectively representing 60,27,02,088 equity shares i.e. 6.00% of the total paid up equity share capital of the Company as on March 31, 2026 (held in dematerialized form in one or more demat accounts with the relevant depository participant) in accordance with the OFS Guidelines (such offer for sale hereinafter referred to as the “Offer”).

Additionally, up to 90,40,530 equity shares may be offered to the eligible employees of the Company, in accordance with the terms and conditions provided in the OFS guidelines, or any other limit as may be approved by the competent authority (the “Employee Offer”). The eligible employees may apply for equity shares up to ₹500,000. However, any bids by eligible employees will be considered for allocation, in the first instance, for an amount up to ₹200,000 only.

The above sale of equity shares took place through a separate designated window of the Stock Exchanges (the “Offer”) and was taken in accordance with the master circular number SEBI/HO/MRDPOD2/CIR/P/2024/00181 dated December 30, 2024 notified by the Securities and Exchange Board of India (“SEBI”) pertaining to comprehensive framework on offer for sale through the stock exchange mechanism”, (“SEBI Master Circular”), read with (a) “Revised Guidelines for Bidding in Offer for Sale (OFS) Segment” issued by BSE by way of its notice bearing no. 20240701-19 dated July 1, 2024 (“BSE OFS Circular”) and, to the extent applicable, the previous notices issued by BSE in this regard; and (b) “Revised Operating Guidelines of Offer for Sale” issued by

हिमांशु लाल / HIMANSHU LAL
उप निदेशक / Deputy Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001

NSE by way of its circular bearing no. 93/2024 dated July 12, 2024 and, to the extent applicable, the previous notices issued by NSE in this regard ("NSE OFS Circular, together with the BSE OFS Circular, the "Stock Exchange Circulars" and together with the SEBI Master Circular, the "OFS Guidelines"),

In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the aforesaid information regarding sale of equity shares by us on June 2, 2026 and June 3, 2026. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days thereof.

Enclosed is the report in the format as prescribed by SEBI.

The above is for your information and records.

Yours faithfully,

For and on behalf of the President of India,



Himanshu Lal, Ministry of Power
Deputy Director
Government of India

हिमांशु लाल / HIMANSHU LAL
उप निदेशक / Deputy Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
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DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	NHPC Limited		
2. Name(s) of the acquirer Seller and Persons Acting in Concert (PAC) with the acquirer Seller	Seller: President of India, Ministry of Power, Government of India		
3. Whether the acquirer Seller belongs to Promoter/Promoter Group	Yes, the Seller is the Promoter of the TC		
4. Name(s) of the Stock Exchange(s) where the equity shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition / disposal under consideration, holding of:			
a) Equity shares carrying voting rights	6,77,01,46,458	67.40	67.40
b) Equity shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	NA	NA
c) Voting rights (VR) otherwise than by equity shares	Nil	NA	NA
d) Warrants / convertible securities / any other instrument that entitles the acquirer Seller to receive equity shares carrying voting rights in the TC (specify holding in each category)	Nil	NA	NA
Total (a+b+c+d)	6,77,01,46,458	67.40	67.40
Details of acquisition/ sale			
a) Equity shares carrying voting rights acquired / sold	60,38,47,814	6.01	6.01
b) VRs acquired / sold otherwise than by equity shares	Nil	NA	NA
c) Warrants / convertible securities / any other instrument that entitles the acquirer Seller to receive equity shares carrying voting rights in the TC (specify holding in each category) acquired / sold	Nil	NA	NA
d) Equity shares encumbered/invoked/released by the acquirer Seller	Nil	NA	NA
Total (a+b+c+/-d)	60,38,47,814	6.01	6.01
After the acquisition/ sale, holding of the Seller:			
a) Equity shares carrying voting rights	6,16,62,98,644	61.39	61.39
b) Equity shares encumbered with the acquirer Seller	Nil	NA	NA
c) VRs otherwise than by equity shares	Nil	NA	NA

d) Warrants / convertible securities / any other instrument that entitles the acquirer Seller to receive equity shares carrying voting rights in the TC (specify holding in each category) after acquisition disposal	Nil	NA	NA
Total (a+b+c+d)	6,16,62,98,644	61.39	61.39
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Offer for Sale by the Seller through the stock exchange mechanism in accordance with the OFS Guidelines.		
7. Date of acquisition /sale of equity shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 2, 2026 & June 3, 2026		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale [#]	Number of equity shares: 10,04,50,34,805 Amount (in ₹): 1,00,45,03,48,050 (Face value of ₹ 10/- per equity share)		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale [#]	Number of equity shares: 10,04,50,34,805 Amount (in ₹): 1,00,45,03,48,050 (Face value of ₹ 10/- per equity share)		
10. Total diluted share/voting capital of the TC after the said acquisition sale [#]	Number of equity shares: 10,04,50,34,805 Amount (in ₹): 1,00,45,03,48,050 (Face value of ₹ 10/- per equity share)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of equity shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

[#]Note: The percentages and total share capital are calculated basis the total number of equity shares of the Company as of March 31, 2026.

Note: The Offer for Sale was announced on June 2, 2026, by the Promoter for sale of up to 30,13,51,044 Equity Shares, representing 3.00% of the total paid up equity share capital of the Company, with an option to additionally sell up to 30,13,51,044 Equity Shares representing additional 3.00 % of the total issued and paid-up equity share capital of the Company. Additionally, it was announced that up to 90,40,530 Equity Shares of the Company may be offered to the eligible employees of the Company, in accordance with the SEBI OFS Guidelines.

Yours faithfully,

For and on behalf of the President of India,



Himanshu Lal, Ministry of Power
Deputy Director
Government of India

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