



एन एच पी सी लिमिटेड

(भारत सरकार का उद्यम)

NHPC Limited

(A Government of India Enterprise)

संदर्भ सं./Ref. No. _____

फोन/Phone : _____

दिनांक/Date : _____

NH/CS/199/NSE/

Dated: 17.08.2012

M/s National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra East,
Mumbai - 400 051

Sub: 36th Annual General Meeting and Book Closure.
Ref: Scrip code NHPC13 to NHPC18 and NHPC for equity shares.

Sirs,

In continuation to our letter no NH/CS/199/BSE dated 13.08.2012, it is to inform that the register of members and share transfer books of the company shall remain closed from September 4, 2012 to September 17, 2012 (both days inclusive) for the purpose of determination of entitlement to receive dividend if approved in the Annual General Meeting. The dividend will be paid on or after September 22, 2012 to the members or their mandates whose names appear in the register of members on September 17, 2012 in respect of physical shares and to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 3rd September, 2012 in respect of dematerialized shares. A copy of notice sent to shareholders for convening Annual General Meeting of the Company is enclosed for necessary action.

Thanking you.

Yours faithfully,

(Vijay Gupta)

Company Secretary


NHPC Limited

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NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of NHPC Limited will be held at 11:00 A.M. on Monday, the 17th September, 2012 at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad - 121001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year 2011 - 2012.
3. To appoint a Director in place of Shri R. S. Mina, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri A. Gopalakrishnan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri A. B. L. Srivastava, who retires by rotation and being eligible, offers himself for re-appointment.
6. To fix the remuneration of the Auditors for the year 2012 - 13.

By order of the Board of Directors

(Vijay Gupta)
Company Secretary

Regd Office:

NHPC Office Complex,
Sector-33, Faridabad-121003,
Haryana.

Date : 06.08.2012

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME TO THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.
2. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri R. S. Mina, Shri A. Gopalakrishnan and Shri A.B. L. Srivastava, Directors retiring by rotation and seeking re-appointment under item Nos. 3, 4, 5 aforesaid in accordance with applicable provisions of the Articles of Association of the Company is annexed hereto and form part of the notice. As per the terms and conditions of appointment issued by Government of India, the tenure of directorship of Shri R. S. Mina and Shri A.B.L. Srivastava is for 5 years from the date of appointment i.e. 28.04.2009 and 11.02.2008 respectively. The tenure of Shri A. Gopalakrishnan is for 3 years from the date of appointment i.e. 15.12.2009.
3. The Register of Members and Share Transfer Books of the company will remain closed from 4th September, 2012 to 17th September, 2012 (both days inclusive). The Board of Directors in its meeting held on 25th May, 2012, has recommended a Final Dividend @ 7% (Re. 0.70 per share) on the paid up equity share capital of the company. The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of section 206A of the Companies Act, 1956, if declared at the Annual General Meeting, will be paid on or after 22nd September, 2012 to the Members or their mandates whose names appear on the Company's Register of Members on 17th September, 2012 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable

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to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on 3rd September, 2012.

4. Members are requested to:

- i) note that copies of Annual Report will not be distributed at the Annual General Meeting.
- ii) bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
- iii) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Hall will be strictly on basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
- iv) quote their Folio/ Client ID& DP ID No. in all correspondence.
- v) **Note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium/venue.**
- vi) Note that no gifts/coupons will be distributed at the Annual General Meeting.

5. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the ECS mandate form to M/s Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company. Members holding shares in Electronic form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those members who have already furnished the ECS Mandate Form to the Company/Registrar & Share Transfer Agent/DP with complete details need not send it again.

The shareholders who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants.

6. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Share Transfer Agent alongwith relevant Share Certificates.
7. SEBI has made it mandatory for the transferee(s) to furnish copy of PAN card to the Company/ Registrar & Share Transfer Agent for registration of transfers and for securities market transactions and off market/ private transactions involving transfer of shares of listed companies in physical form. Accordingly, members holding shares in physical form should attach a copy of their PAN card for every transfer request sent to the company/ Registrar & Share Transfer Agent.
8. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956 the dividend amounts which remain unpaid /unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund of the Central Government. After such transfer, there remains no claim of the members whatsoever on the said amount. Therefore, Members are advised to encash their Dividend warrants immediately on receipt.
9. Members may avail of the facility of nomination in terms of Section 109A of the Companies Act, 1956 by nominating in the Form 28 as prescribed in the Companies (Central Government) General Rules and Forms, 1956, any person to whom their shares in the Company shall vest on occurrence of events stated in the form. Form-28 is to be submitted in duplicate to M/s Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
10. Annual listing fee for the year 2012-13 has been paid to all Stock Exchanges wherein shares of the Company are listed.
11. Pursuant to Section 619(2) of the Companies Act, 1956, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India(C&AG) and in terms of Clause (aa) of sub-section (8) of Section 224 of the Companies Act, 1956 their remuneration is to be fixed by the Company in Annual General Meeting or in such manner as the Company in General Meeting may determine. The members of the Company in their 35th Annual General Meeting held on September 19, 2011 authorized the Board of Directors to fix the remuneration for the year 2011-12. Accordingly, the Board of directors have fixed a sum of Rs. 30,00,000/- as remuneration to the Joint Statutory Auditors for the year 2011-12 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses. The auditors for the year 2012-13 are yet to be appointed by C&AG. The



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Members may consider and authorize the Board to fix an appropriate remuneration of Auditors for the year 2012-13 as may be deemed fit by the Board.

12. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
13. Members are requested to notify immediately any change of address:
 - i) to their Depository Participants(DP) in respect of shares held in dematerialized form and
 - ii) to the Company at its Registered Office or to its Registrar & Share Transfer Agent, M/s Karvy Computershare Private Limited in respect of their physical shares, if any, quoting their folio number.
14. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Shri A.B.L. Srivastava, Director (Finance) and public spokesperson Shri Rupesh Sood, Chief (Finance) of the Company at the registered office of the company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
15. None of the Directors of the Company is in any way related to each other.
16. All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
17. Members may write to the Company Secretary of the Company for the annual report of the subsidiary companies. The annual accounts of the subsidiary companies shall also be available for inspection by any shareholders at the Registered office of the Company.
18. The members may please note that in accordance to notice dated 19th April, 2012 for change in objects clause of Memorandum of Association through postal ballot, the resolution has been passed on 7th June, 2012 by requisite majority i.e. Special Resolution. Relevant details in this regard are covered in the Corporate Governance Report annexed to the Report of the Board of Directors.
19. Members who have not encashed their dividend warrants within its validity period may write to the Company at its Registered Office or to M/s Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.
20. Non-Resident Indian Members are requested to inform Karvy, Immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
22. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent of the Company – Shri S. Balaji Reddy, M/s Karvy Computershare Private Ltd. (Karvy), Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 Phone Nos. 040-23420815-19; e-mail: sbreddy@karvy.com. Karvy is also the depository interface of the Company with both NSDL and CDSL.
23. The Company is not providing video conferencing facility for this meeting.
24. The members can also access the annual report electronically using the link: http://nhpc-reports.nic.in/annual_report/annual_report1112.pdf

Important communication to members

To allow paperless compliances by the companies, the Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance". It has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register and who have registered may kindly update their e-mail addresses, in respect of electronic holdings with the Depository through their Depository Participants.

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BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AND ALSO OF DIRECTORS APPOINTED SINCE LAST ANNUAL GENERAL MEETING

Directors seeking re-election at the 36th Annual General Meeting

Name	Shri R.S. Mina	Shri A. Gopalakrishnan	Shri A.B.L. Srivastava
Date of Birth & Age	12.01.1957/ 55yrs	02.12.1951/ 60yrs.	24.08.1955/ 57 yrs.
Date of Appointment	28.04.2009	15.12.2009	11.02.2008
Qualification	He holds a Bachelor's degree in Electrical Engineering from Maulana Azad College of Technology, Bhopal and a Master's degree in Business Administration with specialization in Financial and Human Resource Management from the Indira Gandhi National Open University (IGNOU).	He is a Chartered Accountant.	He holds a Master's degree in Business Finance and Commerce. He is also a Member of the Institute of Chartered Accountants of India.
Expertise in specific functional area	Shri Mina has over 32 years of work experience including 31 years in the power sector. Apart from handling technical assignments like design, engineering, construction, execution, testing and commissioning of transmission lines and hydro electric projects. He also headed the divisions like human resource development, corporate communication, rajbhasha and facility management division. Before joining the NHPC board, Shri Mina served as Executive Director (Consultancy and Business Development) and as Executive Director, Region-III- Kolkata. He joined the NHPC board on 28.4.2009	Shri Gopalakrishnan held membership in the State Council of the Confederation of Indian Industry, Kerala region and the Centre for Taxation Studies, Thiruvananthapuram. He is also associated with the Education Trust as Chief Sevak of the Chinmaya Mission Educational and Cultural Trust, Ernakulam. He was the Chairman of the Kottayam branch of the Institute of Chartered Accountants of India (1999-2000) and has been faculty for the coaching board classes for CA intermediate and final students. He is a senior partner in reputed CA firm M/S K. Venkatachalam Aiyer & Co. He joined the NHPC board on 15.12.2009.	He has served in various organisations and has over three decades of varied experience in the field of finance. He joined Rural Electrification Corporation Limited ("REC") in the year 1999 as the Chief (Finance) and was promoted as the General Manager (Finance) in the year 2004. During his tenure at REC, he was closely associated with resource mobilisation, project evaluation as well as its initial public offering. He was also on the board of REC Power Distribution Company Limited, a wholly owned subsidiary of REC. He also served at Uttar Pradesh Financial Corporation as Deputy General Manager (Finance). He is on the board of PTC India Limited as a Nominee Director since May 2008. He joined the NHPC board on 11.02.2008.
Directorship held in other companies	NIL	- NHDC Limited - Center for Examining Financial Reporting and Governance (India) Pvt. Limited	- NHDC Limited - PTC India Limited
Membership/ Chairmanship Committees across all public companies	NIL	NHPC Limited - Chairman of Audit Committee NHDC Limited - Chairman of Audit Committee Chairman of Remuneration Committee	NHPC Limited - Member of Shareholder's Grievance Committee PTC India Limited - Member : - Remuneration and Compensation Committee - Nomination Committee
Number of shares held	42000	NIL	49875


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Brief Resume of the Directors appointed since last Annual General Meeting

Name	Date of Birth	Date of Appointment	Qualification	Expertise in specific Functional area	Directorship held in other Companies	Membership/ Chairmanship of Committees across all Public Companies
Shri G. S. Vedi	28/06/1950	08/11/2011	He holds a Bachelor degree in Science and Master degree in Arts.	He has served the Banking industry for more than 40 years in various capacities both in administrative offices and operations across the country. He has headed various zonal offices of Punjab & Sind Bank located at Mumbai, Chandigarh, Jaipur and Guwahati. He has also handled various assignments in the fields of foreign exchange, personnel, inspection and merchant banking in different capacities. He was appointed as Executive Director of Canara Bank by the Government of India on 7 th November, 2007. He had been re-appointed as Executive Director of Punjab & Sind Bank and subsequently appointed as its Chairman and Managing Director on 26 th August, 2009 by the Government of India. He has joined NHPC board on 08.11.2011.	MMTC	NHPC Limited - Member of Audit Committee MMTC - Member of Audit Committee and Shareholders Grievance Committee
No. of shares held				NIL		
Shri A. K. Mago	27/09/1944	09/11/2011	He holds a Master's degree in physics and an M. Phil. degree in Social Sciences. He also holds diplomas in Management and Public Finance from Paris and in Public Administration from Delhi.	He has over 37 years of administrative and management experience. Shri Mago has worked in different capacities both in the Central and State governments in various sectors including energy, power, ports, urban infrastructure, industries, environment and forests. He has expertise in the fields of policy, planning and implementation in power, ports and urban infrastructure. He was also Chairman of the Maharashtra State Electricity Board and the Mumbai Port Trust. He was the Managing Director of Maharashtra Petro Chemicals Corporation and the Commissioner of Food and Drug Administration. He was an independent director on the Board of NHPC from 03.04.2008 to 02.04.2011. He joined the NHPC board on 9.11.2011 on re-appointment.	1. Yes Bank, 2. Inter Connected Stock Exchange of India	NHPC Limited - Member of Audit Committee
No. of shares held				NIL		

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Name	Date of Birth	Date of Appointment	Qualification	Expertise in specific Functional area	Directorship held in other Companies	Membership/ Chairmanship of Committees across all Public Companies
Shri R. Jeyaseelan	17/11/1946	12/11/2011	He has a B.E. (Civil Engineering) degree from the University of Madras, a M.Tech (Structural Engineering) degree from IIT (Madras) and a P.G. diploma (Hydro Power Development) from the Norwegian Technical Institute.	Shri Jeyaseelan joined the Central Water Engineering Services as Assistant Director in December 1969 and has worked in various capacities for over 37 years. He served as Chairman, Central Water Commission, Government of India for four years. He has handled several consultancy assignments for water resources development projects in India and abroad. He was an independent director on the Board of NHPC from 23.04.2008 to 22.04.2011. He joined the NHPC board on 12.11. 2011 on his re-appointment.	NIL	NIL
No. of shares held				NIL		
Shri G. Sai Prasad	06/05/1966	20/12/2011	He has a Graduate Degree from IIT-Delhi and Post Graduate degree from Duke University, USA.	Shri Prasad is an Indian Administrative Service officer of the 1991 batch. He has worked in several positions including as Sub-Collector (Paderu), Project Officer (ITDA Paderu), Municipal Commissioner (Guntur), Joint Collector (Kadapa) and Collector & District Magistrate (Kurnool and Chittoor). Before joining the Ministry of Power, Shri Prasad was also the CMD of Central Power Distribution Company of Andhra Pradesh Limited and the Eastern Power Distribution Company of AP Limited. Presently, he is Joint Secretary (Hydro), Ministry of Power and holding an additional charge of CMD of NHPC w.e.f. 24.07.2012. He joined the NHPC Board on 20.12.2011.	SIVN Limited, THNC Limited, North Eastern Electric Power Corporation Limited, NHPC Limited	NIL
No. of shares held				NIL		
Shri A. S. Bakshi	24/07/1953	17/01/2012	He is an Engineering Graduate and also has a MBA degree.	He has versatile experience of more than 37 years in the power sector and specializes in the fields of thermal power engineering and electricity generation planning. He has also worked in the fields of energy conservation/energy audit for various thermal power plants. He was instrumental in the preparation of the National Electricity Plan 2007. He assumed charge as Member (Planning) CEA on 28 th October, 2010. Presently, he is Chairman-CEA. He joined the NHPC board on 17.1.2012.	NIL	NIL
No. of shares held				NIL		


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Name	Date of Birth	Date of Appointment	Qualification	Expertise in specific Functional area	Directorship held in other Companies	Membership/ Chairmanship of Committees across all Public Companies
Shri Atul Kumar Garg	02/03/1950	30/03/2012	He holds Post Graduate degrees in Political Science & Modern History. He is a MBA from the University of Hull, UK.	He joined the Indian Administrative Service in 1976 and was allotted the Rajasthan cadre. He was associated with the Government of Rajasthan in various capacities including as the Chairman and Managing Director of Rajasthan Financial Corporation, Secretary to the Governor of Rajasthan and Secretary/ Special Secretary to the Department of Agriculture, Government of Rajasthan. He joined the NHPC board on 30.3.2012.	NIL	NHPC Limited - Member of Audit Committee
No. of shares held			NIL			
Shri Ashoke K. Dutta	17/07/1947	30/03/2012	He holds a Bachelors degree in Science (Hons.) from St. Xavier's College and PGDM from IIM, Kolkata.	He has over 40 years of Experience in Multinational Corporations, Indian Business Houses and Public Sector Enterprises. He has vast experience in industries such as Shipping and Transport, Fast Moving Consumer Products, Pharmaceuticals, Media and Education. He has been an advisor to large number of Business Groups like the Mittals of Ispat, Jwahars of Usha Martin Group, Peerless, Solvel etc. He has served in many expert committees of the University Grants Commission, All India Council of Technical Education and Government of India. Presently, he is a member of various Councils such as Central Direct Tax Advisory, the Executive Council of Assam University and Guwahati University, Society at IIM Lucknow and Board of Governors of Institute of IEM. He led the oldest Business School in India, the Indian Institute for Social Welfare & Business Management. At present he is Director of IIM, Shillong, Guwahati. He joined the NHPC board on 30.03.2012.	1. ABC India Limited, 2. Khadim India Limited, 3. All India Technologies Limited, 4. Balchmates Com Private Limited,	NHPC Limited - Member of Shareholder's Grievance Committee Khadim India Limited - Member of Audit Committee
No. of shares held			NIL			
Shri Shantikam Hazarika	10/12/1947	24/05/2012	He holds a Bachelor's degree in Electronics from BITS, Pilani and PGDM from IIM, Ahmedabad	Presently, he is the Chairman of the Board of Secondary Education-Assam. He is the Member of Management Council Dr. B. Barooah Cancer Institute, Assam State Council of CII and also the Director of Federation of Industries of NE region (FINER), AMTRON. Prior to joining NHPC Board, he has served as Senior Executive at Oil India Limited. He has been Founder Director of Assam Institute of Management for 22 years and Member (Finance) of Assam State Electricity Board. He joined the NHPC Board on 24.05.2012.	1. The Guwahati Stock Exchange Limited, 2. Assam Electronics Development Corporation Limited (AMTRON)	NHPC Limited - Member of Shareholder's Grievance Committee
No. of shares held			NIL			

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Registered Office : NHPC Office Complex, Sector-33, Faridabad-121003 (Haryana)

ATTENDANCE SLIP**36th Annual General Meeting to be held on Monday, 17th September, 2012 at 11:00 A.M. at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad - 121001.**NAME OF THE ATTENDING MEMBERS
(IN BLOCK LETTERS)Folio No^r

DP ID No.

No. of shares held

NAME OF PROXY

(IN BLOCK LETTERS TO BE FILLED
IN IF THE PROXY ATTENDS INSTEAD
OF THE MEMBERS)I, hereby record my presence at the 36th Annual General Meeting of the Company at Municipal Corporation Auditorium, NIT, Faridabad, on Monday, 17th September, 2012

Signature of Member/Proxy

*Applicable in case of shares held in physical form

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Registered Office : NHPC Office Complex, Sector-33, Faridabad-121003 (Haryana)

FORM OF PROXY

DP ID :

Client ID :

No. of Shares.

I/we _____ of _____

in the District of _____

being a member/members of the above

named Company/herby appoint _____ of _____

in the District of _____ or failing him/

her _____ of _____ in the District of _____ as

my/our proxy to vote for me/us on my/our behalf at the 36th Annual General Meeting of the company at Municipal Corporation Auditorium, NIT, Near B K Chowk, Faridabad - 121001, on Monday, 17th September, 2012 and at any adjournments thereof.

Signed this _____ day of _____, 2012.

Affix One
Rupee
Revenue
Stamp

This form is to be used in favour of resolution(s) No. _____ and against resolution(s) no. _____ unless otherwise instructed, the proxy will act as he thinks fit

Notes:

- The form should be signed across the stamp as per specimen signature registered with the company
- The form should be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the Meeting.