



एन एच पी सी लिमिटेड

(भारत सरकार का उद्यम)

NHPC Limited

(A Government of India Enterprise)

फोन/Phone : _____

संदर्भ सं./Ref. No. _____
NH/CS/199-NSE

दिनांक/Date _____
20th September 2012

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

Sub: Minutes of Annual General Meeting
Ref: Scrip code NHPC12 to NHPC18 and NHPCEQ

Sirs,

Please find enclosed herewith approved minutes of the 36th Annual General Meeting of NHPC Limited held on 17th September 2012.

This is in compliance of clause 31 (d) of the listing agreement.

Thanking you.

Encl: As above.

Yours faithfully,


(Vijay Gupta)

Company Secretary

MINUTES OF THE 36TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NHPC LIMITED HELD ON MONDAY, THE 17TH SEPTEMBER, 2012 AT 11:00 A.M. AT MUNICIPAL CORPORATION AUDITORIUM, NIT, NEAR B. K. CHOWK, FARIDABAD – 121 001 (HARYANA).

P R E S E N T:

- | | | | |
|-----|-------------------------|---|---|
| 1. | Shri A.B.L. Srivastava | : | Director (Finance) and Member (In Chair) |
| 2. | Shri R. K. Gupta | : | Representative of the President of India and Director (Hydro), Ministry of Power. |
| 3. | Shri D. P. Bhargava | : | Director (Technical) - Member |
| 4. | Shri J.K. Sharma | : | Director(Projects) – Member |
| 5. | Shri R.S. Mina | : | Director (Personnel) – Member |
| 6. | Shri A. Gopalakrishnan | : | Director and Chairman, Audit Committee |
| 7. | Shri Arun Kumar Mago | : | Independent Director and Chairman, Sustainable Development Committee |
| 8. | Shri R. Jeyaseelan | : | Independent Director and Chairman, Projects & Performance Review Committee |
| 9. | Shri Shantikam Hazarika | : | Independent Director and member Shareholders' Grievance Committee |
| 10. | Shri Vijay Gupta | : | Company Secretary |

25493 Members marked their attendance in person.

328 Members marked their attendance through Proxy.

The Company Secretary introduced the Dignitaries on the dais and read the notice of the meeting. He informed that the requisite quorum for the meeting is present. He further informed the members about the special resolution passed by NHPC Limited through postal ballot.

Shri G. Sai Prasad, Chairman & Managing Director was not able to attend the meeting due to some other assignment. The Company Secretary informed the members that as per Article 26 of the Articles of Association of the Company, if the Chairman is not present within fifteen minutes after the time appointed for holding meeting, the members present shall choose another Director as Chairman of the Meeting. Thereafter, Shri Rajiv Kumar Gupta, Nominee of President of India and Shri Gagan Kumar Kumar (DP ID IN300206 and Client ID 10925435) proposed and Shri Ashok Kumar Gupta (Folio No. NHP1092302) seconded the name of Shri A. B. L. Srivastava, Director (Finance) as the Chairman for the meeting. Accordingly, Shri Srivastava took the Chair.

The Chairman of the meeting declared the meeting as open and welcomed all the Shareholders, Proxies and Special Invitees to the 36th Annual General Meeting.

The Chairman of the meeting stated that the Register of Directors, Register of Directors' Shareholding and the Proxy Register are available during the Meeting for inspection of the Members.

With the consent of Members, Statement of Chairman & Managing Director highlighting the Financial Performance, Generation, Capacity Addition, Diversification, Consultancy & Business Development, Environmental and Social aspects, Human Resource Development, Rural Electrification and Rural Roads Works, etc., which was circulated to

members during the meeting, was taken as read. The Directors' Report, Auditor's Report and Annual accounts, which were mailed to the shareholders, were also taken as read.

The Chairman of the meeting informed about a small corrigendum to the Auditors' Report on the financial statements of NHPC Limited for the financial year 2011-2012 given by the Auditors by modification of the words 'Statement of Profit and Loss' in place of the words 'Profit and Loss Account', wherever it appears in the said Auditors' Report. The Company Secretary read the Auditors' Report dated 25th May, 2012.

Thereafter, it was decided to take up the business agenda laid before the meeting:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.

The following **Ordinary Resolution** was proposed by Shri Om Parkash (DP ID: IN300861 and Client ID 10025454) and seconded by Shri Dinesh Kumar Bhambri (DP ID: IN302822 and Client ID 10009580):

"RESOLVED THAT in terms of Section 210 and other applicable provisions, if any, of the Companies Act, 1956, the Audited 'Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ending 31st March, 2012 together with the Auditors' Report thereon and Report of Board of Directors' as placed before the meeting be and are hereby received, considered and adopted."

Thereafter, the resolution was put to vote through show of hands by Chairman of the meeting and was carried out unanimously.

2. To declare dividend for the financial year 2011-2012.

The following **Ordinary Resolution** was proposed by Shri Shripal Singh Mohnot (DP ID: IN300708 and Client ID 10012312) and seconded by Shri M L Wadhwa (DP ID: IN302269 and Client ID 10284493).

"Resolved that pursuant to the recommendation of the Board of Directors, final dividend @ 7.0% of the paid-up equity share capital of the Company amounting to Rs. 861,05,19,941/- subject to rounding off of the dividend amount payable to the Individual shareholders to the nearest rupee as per Rule 23 of Companies (Central Government's) General Rules & Forms, 1956 be and is hereby declared out of the profits of the Company for the financial year 2011-2012 and be paid to the Equity Shareholders of the Company whose name appear on the Company's Register of Members on 17th September 2012 in respect of physical shares and to the beneficial owners of the shares whose names appeared in the statement of Beneficial Ownership, as at the closure of business hours on 03rd September 2012 furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialized shares."

The resolution was put to vote through show of hands by Chairman of the meeting and was carried out unanimously.

3. To appoint a Director in place of Shri R. S. Mina, who retires by rotation and being eligible, offers himself for re-appointment:

The following **Ordinary Resolution** was proposed by Shri Krishna Kant Sharma (DP ID: 12059000 and Client ID 00002335) and seconded by Shri Gurcharan Singh (DP ID: IN300206 and Client ID 10926854):

"RESOLVED THAT pursuant to Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 34 of the Articles of Association of the Company, Shri R. S. Mina, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Thereafter, the resolution was put to vote through show of hands by Chairman of the meeting and was carried out unanimously.

4. To appoint a Director in place of Shri A. Gopalakrishnan, who retires by rotation and being eligible, offers himself for re-appointment:

The following **Ordinary Resolution** was proposed by Smt. Rashmi Sharma (DP ID: 12059000 and Client ID 00002320) and seconded by Shri Praveen Kumar (DP ID: IN300118 and Client ID 10449827):

"RESOLVED THAT pursuant to Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 34 of the Articles of Association of the Company, Shri A. Gopalakrishnan, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Thereafter, the resolution was put to vote through show of hands by Chairman of the meeting and was carried out unanimously.

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:

The following **Ordinary Resolution** was proposed by Shri Keshav Sharma (DP ID: 12019101 and Client ID 01582021) and seconded by Mrs. Surjit Anand (DP ID: IN301653 and Client ID 10004070):

"RESOLVED THAT pursuant to Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 34 of the Articles of Association of the Company, Shri A. B. L. Srivastava, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Thereafter, the resolution was put to vote through show of hands by Chairman of the meeting and was carried out unanimously.

6. To fix remuneration of the Statutory Auditor(s) for the year 2012-13.

The Chairman of the meeting stated that as per the Companies Act, 1956, in case of NHPC Limited, a Government company, the statutory auditors of the Company are appointed by the Comptroller & Auditor General of India and their remuneration has to be fixed by the Members of the Company in the General Meeting or in such a manner as may be determined by the members. The shareholders approval for authorizing the Board of Directors to fix the remuneration and fees of Statutory Auditors for the financial year 2012-13 was, therefore, sought.

The following **Ordinary Resolution** was proposed by Shri Sudarshan Lal Ahuja (DP ID: IN300708 and Client ID 10309577) and seconded by Mr. Ashok Kumar Jain (DP ID: 12014100 and Client ID 00008640):

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to fix an appropriate remuneration of Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for the financial year 2012-13."

Thereafter, the resolution was put to vote through show of hands by Chairman of the meeting and was carried out unanimously.

After business items set out in the notice of AGM had been taken up, the Chairman of the meeting invited the Members to offer their comments and observations.

The queries made by the Shareholders were appropriately replied.

The meeting concluded with a vote of thanks to the shareholders, other stakeholders and Chair.