

NHPC Limited

Minutes of the declaration of result of the Postal Ballot held on 7th June, 2012 at 12:00 Noon at the Registered Office of NHPC Limited, NHPC Office Complex, Sector -33, Faridabad, Haryana 121003

PRESENT:

- | | | |
|-----------------------------|---|------------------------------------|
| 1. Shri A. B. L. Srivastava | - | Chairman and Managing Director |
| 2. Shri R. S. Mina | - | Director (Personnel) |
| 3. Shri Vijay Kumar | - | Executive Director (Finance) |
| 4. Shri Vijay Gupta | - | Company Secretary |
| 5. Smt. Savita Jyoti | - | Scrutinizer |
| 6. Shri D. Seshadri | - | Senior Manager (Company Secretary) |
| 7. Shri Vipin Jain | - | Accounts Officer |

Background

Pursuant to Section 192A(2) of the Companies Act, 1956, read with The Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Postal Ballot Notice dated 19th April, 2012 was sent to Members of the Company for passing the proposed Special Resolution by Postal Ballot. The dispatch of the aforesaid Notice to the Members of the Company was completed on 4th May, 2012 and the newspaper advertisement to this effect was published, both in English and Hindi, on 6th May, 2012.

In Compliance to the approval of the Board of Directors, Savita Jyoti Associates, Practicing Company Secretaries, had been appointed as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self-addressed business reply envelopes were also sent for casting of votes by the Members. The Members were requested to return the postal ballot form duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than the close of working hours up to 4th June, 2012. After due scrutiny of all the postal ballot forms received up to the close of the working hours of 4th June, 2012 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Savita Jyoti Associates, Practicing Company Secretaries, personally submitted the report as under:

Total No. of Ballot Papers Received: 15062

S. No.	Description	No. of Shareholders	No. of Shares	No. of Votes	Result
1.	Votes in favour	13877	10718354462	10718354462	Carried with requisite majority i.e. Special Resolution
2.	Votes against	321	56183925	56183925	
3.	Invalid Votes	866	1537195	1537195	
4.	Votes not polled		17335	17335	

The Chairman after receiving the Scrutinizer's Report announced that the Special Resolution in the Postal Ballot Notice dated 19th April, 2012, was duly passed by the requisite majority and directed that the resolution be recorded in the Minutes Book recording the proceedings of General Meetings of the Members.

The Special resolution duly approved by the Members is as under:

"RESOLVED THAT approval of the Company be and is hereby accorded to delete the words "subject to clause 1 (b)" in para III 1(a), to delete existing para III 1(b) and to renumber existing para III 1(c) as para III 1(b) of the Memorandum of Association of the company so as to read para III 1 of the Memorandum of Association as under:

EXISTING	PROPOSED
A. Main Objects	A. Main Objects
Development of Power 1(a) To Plan, promote and organise an integrated and efficient development of power in all its aspects through Conventional and Non Conventional Sources in India and Abroad subject to clause 1 (b), including planning, investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation and maintenance of power stations and projects, transmission, distribution, trading and sale of power generated at Stations in accordance with the national economic policy and objectives laid down by the Central Government from time to time and release of water and other needs to the State Govt. as per the agreed parameters.	Development of Power 1(a) To Plan, promote and organise an integrated and efficient development of power in all its aspects through Conventional and Non Conventional Sources in India and Abroad, including planning, investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation and maintenance of power stations and projects, transmission, distribution, trading and sale of power generated at Stations in accordance with the national economic policy and objectives laid down by the Central Government from time to time and release of water and other needs to the State Govt. as per the agreed parameters.
1 (b) To Plan, promote and organise an integrated and efficient development of Thermal Power in all its aspects through its subsidiary Company i.e. Narmada Hydroelectric Development Corporation Limited including planning, investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation and maintenance of power stations and projects,	

transmission, distribution, trading and sale of power generated at Stations.	
1 (c) To undertake, where necessary, the construction of inter-state transmission lines and ancillary works for timely and coordinated inter-state exchange of power.	1(b) To undertake, where necessary, the construction of inter-state transmission lines and ancillary works for timely and coordinated inter-state exchange of power.



(A.B. L. Srivastava)

Chairman and Managing Director